02930

DC® AND MARVEL® PRESENT:

$2.50

MARVEL TREASURY EDITION #28

SUPERMAN® AND SPIDER-MAN®

FEATURING THE MURDEROUS MENACE OF... DOCTOR DOOM AND THE PARASITE!

SPIDER-MAN

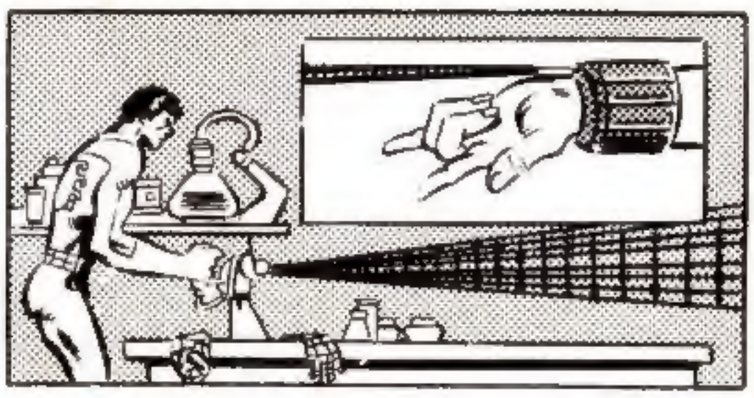
Created by Stan Lee and Steve Ditko

DURING A DEMONSTRATION ON THE EFFECTS OF RADIOACTIVITY, A COMMON SPIDER WAS ACCIDENTALLY BOMBARDED BY UNTOLD AMOUNTS OF RADIATION -- AND IN THE SPLIT-SECOND BEFORE IT DIED, THE TINY CREATURE BIT THE NEAREST LIVING THING... YOUNG **PETER PARKER!**

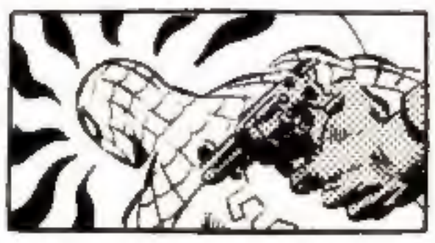
PETER SOON DISCOVERED THAT THE SPIDER'S BITE HAD ALTERED HIS BODY CHEMISTRY -- IN EFFECT, TURNING HIM INTO A HUMAN SPIDER! LIKE A SPIDER, HE COULD CLING TO ANY SURFACE, NO MATTER HOW SMOOTH!

HE NOW POSSESSED THE PROPORTIONATE STRENGTH OF A SPIDER ... STRENGTH THAT WAS SOON PUT TO GOOD USE AS PETER ASSUMED THE COSTUMED IDENTITY OF **SPIDER-MAN!**

ONE OF THE MOST NIMBLE BEINGS ALIVE, SPIDER-MAN CAN LEAP THE WIDTH OF A CITY STREET... AND ATTAIN A HEIGHT OF OVER THREE STORIES WITH A SINGLE SPRING!



A BRILLIANT SCIENCE STUDENT, PETER DEVELOPED A SET OF WRIST-WORN WEB-SHOOTERS, WHICH ENABLE HIM TO SIMULATE THE WEB-SPINNING ABILITIES OF THE SPIDER!



AND, IN SOME INEXPLICABLE WAY, SPIDER-MAN IS ABLE TO SENSE WHEN HE IS THREATENED BY PERSONAL DANGER. THANKS TO THIS "SPIDER-SENSE", IT IS ALMOST IMPOSSIBLE TO TAKE HIM BY SURPRISE... EVEN IN THE DARK.

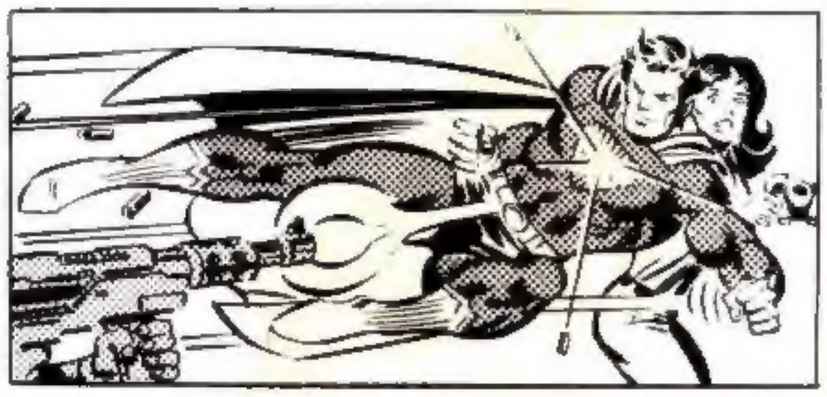
UTILIZING HIS WEBBING AS A THIN, INCREDIBLY STRONG LINE, SPIDER-MAN CAN TRAVERSE A CITY IN MERE MINUTES!
TRULY, IN ALL THE ANNALS OF HERODOM, THERE IS NO ONE QUITE LIKE... THE
AMAZING SPIDER-MAN!

SUPERMAN

Created by Jerry Siegel and Joe Shuster

ROCKETED AWAY FROM THE DOOMED PLANET KRYPTON, THE BABY KAL-EL WAS SENT TO EARTH, WHERE HE GREW TO MANHOOD WITH POWERS AND ABILITIES FAR BEYOND THOSE OF MORTAL MEN!

HE FOUND THAT HE WAS FASTER THAN A SPEEDING BULLET AND THAT NOT EVEN AN EXPLODING SHELL COULD PENETRATE HIS INVULNERABLE SKIN!



DUE TO EARTH'S LIGHTER GRAVITY AND THE RAYS OF OUR YELLOW SUN, HIS STRENGTH IS NEARLY BEYOND COMPREHENSION... ENABLING HIM TO CHANGE THE COURSE OF MIGHTY RIVERS... BEND STEEL IN HIS BARE HANDS!

HIS SENSES ARE FAR ADVANCED BEYOND THE NORMAL HUMAN PERCEPTIONS. HE CAN HEAR THE MOST DISTANT CRY... SEE THROUGH SOLID OBJECTS WITH HIS X-RAY VISION!

DISGUISED AS CLARK KENT, MILD-MANNERED JOURNALIST, HE FIGHTS A NEVER-ENDING BATTLE FOR TRUTH, JUSTICE AND THE AMERICAN WAY!

MARVEL TREASURY EDITION™ featuring **SUPERMAN®** and **SPIDER-MAN®** is published by MARVEL COMICS GROUP, James E. Galton, President. Stan Lee, Publisher. Michael Hobson, Vice-President, Publishing. Milton Schiffman, Vice-President, Production. OFFICE OF PUBLICATION: 575 MADISON AVENUE, NEW YORK, N.Y. 10022. Copyright©1981 by Marvel Comics Group, a division of Cadence Industries Corporation, and DC Comics Inc. All rights reserved. **Vol. 1, No. 28, 1981 Issue.** Price $2.50 in the U.S. and Canada. This periodical may not be sold except by authorized dealers and is sold subject to the conditions that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. Spider-Man, Peter Parker, Incredible Hulk, Bruce Banner, Doctor Doom, J. Jonah Jameson, Glory Grant, Robbie (Joe) Robertson, Aunt May, and the Daily Bugle, and the visual depictions thereof are trademarks of Marvel Comics Group, a division of Cadence Industries Corp. All Rights Reserved. Superman, Clark Kent, Lois Lane, Jimmy Olsen, Perry White, The Parasite, Lana Lang, Morgan Edge, Steve Lombard, Wonder Woman, and The Daily Planet, and the visual depictions thereof are trademarks of DC Comics Inc. All Rights Reserved.

MARVEL® COMICS AND DC® COMICS PRESENT:

SPIDER-MAN™ AND SUPERMAN®

THE HEROES AND THE HOLOCAUST!

MIDNIGHT IN MANHATTAN.

SUSPENDED ON A SINGLE, SLENDER STRAND OF IMPOSSIBLY STRONG WEBBING, A BIZARRE FIGURE ARCS GRACEFULLY THROUGH THE CHILL, DAMP AIR.

HE IS, OF COURSE, THE AMAZING SPIDER-MAN... AND, FOR HIM, THIS NIGHT IS DESTINED TO BE A FATEFUL ONE.

1ST NATIONAL BANK

11¾ P

SCRIPT BY: JIM SHOOTER

PENCILS BY: JOHN BUSCEMA

FIGURES INKED BY: JOE SINNOTT

BACKGROUNDS INKED BY: KLAUS JANSON

TERRY AUSTIN

BOB McLEOD

STEVE LEIALOHA

BOB LAYTON

AL MILGROM

WALT SIMONSON

JOE RUBINSTEIN

BOB WIACEK

LETTERING BY: JOE ROSEN

COLORING BY: GLYNIS WEIN

EDITED BY: ALLEN MILGROM

SPECIAL THANKS TO MARV WOLFMAN FOR PLOT SUGGESTIONS

WELL, WELL, WELL! WHAT HAVE WE HERE? BANK ROBBERS?

AT LAST! I HATE TO ADMIT IT, BUT I'M DELIGHTED TO SEE SOMEBODY BREAKING THE LAW!

HIYA, GUYS!
HUH?
S-SPIDER MAN?!
SO? WE FIGURED ON TROUBLE! THAT'S WHY WE GOT OURSELVES THESE EXPENSIVE LASER-POPGUNS!
BUT I NEVER FIGURED ON ANYTHING LIKE... *HIM!*
SHUT UP AND *BLAST* HIM!

BLAST ME? TELL ME, AM I JUST SUPPOSED TO HOLD STILL AND WAIT, OR WHAT?
YRRRGH!
WHOK!
HE MOVES SO *FAST*--! HE CAN'T BE HUMAN!

KEEP FIRING! ONCE OUR COMPUTER-SIGHTS LOCK IN ON HIM, THESE BABIES WILL PRACTICALLY BLOW HIM AWAY *THEMSELVES!*
EEYOW! THEY *ARE* GETTING CLOSE!
WHERE THE HECK DO DIMESTORE THUGS LIKE THEM GET SOPHISTICATED HARDWARE LIKE THAT?
AWW... WHO *CARES?*
A QUICK DOUBLE-TOUCH OF A FINGER TO A HIDDEN PALM-BUTTON ACTIVATES A WRIST-MOUNTED **WEB-SHOOTER**--

--AND JOEL McGINNIS, A "DIMESTORE THUG" WHO SCARCELY BELIEVES THAT HE'S FIRING DEADLY BEAMS OF LIGHT AT A MAN WHO CRAWLS UP WALLS--
--SUDDENLY BELIEVES A MAN CAN FLY!
YAAAH!

DON'T SHOOT! HE'LL DROP JOEL!
VERY OBSERVANT, DUMPLING! NOW, DON'T MOVE, I WANT TO REMEMBER YOU JUST THE WAY YOU ARE!
WH-WHAT'S HE GONNA *DO?*
THE WONDROUS WEB-SLINGER PAUSES DRAMATICALLY... AND IF IT SEEMS TO THE ASTONISHED GUNMAN THAT HE'S STRIKING A **POSE**, *THEY'RE NOT ENTIRELY WRONG--*

--FOR, SECURELY WEBBED TO A HIGH VANTAGE POINT, A COMPACT, AUTOMATIC CAMERA RECORDS THE DRAMA UNFOLDING BELOW...
Nikon
CLICK! TIK TIK CLICK!

SUDDENLY...

LOOK OUT! UFFF!

WHOK!

WHUD!

♫ CALL ME IRRESPONSIBLE, YES, I'M UNRELIABLE... ♫

SCOOBY-DO-WAP-DO-WAH!

THERE WE GO! ALL NEAT AND TIDY! AND I MANAGED TO KEEP THE WHOLE THING IN RANGE OF MY TRUSTY CAMERA!

I SHOULD HAVE SOME GREAT SHOTS OF THIS!

MAYBE IF MY FAVORITE NEWSPAPER PUBLISHER JOLLY J. JONAH JAMESON IS IN A GOOD MOOD--

--HE'LL PAY ME *HALF* WHAT THEY'RE WORTH!

THAT OUGHT TO PAY THE *RENT* AT LEAST, AND--

HEY--! MY *SPIDER-SENSE* IS STILL TINGLING... AS IF THERE WERE DANGER NEARBY!

BUT *WHERE?*

CAN'T *PINPOINT* IT! IT'S ALMOST AS IF THE CONSTRUCTION SITE ITSELF WERE SOMEHOW A THREAT!

EITHER THAT OR IT'S INDIGESTION! MAYBE I SHOULD HAVE HAD ONLY *TWO* BIG MACS!

MEANWHILE...

WRREEEEEEEEEEEEEE

WHAT'S THE HURRY, MIKE? THE DESK SAID IT WAS AN ANONYMOUS CALL! IT'S PROBABLY A PRANK!

SO? MAYBE I LIKE TO DRIVE FAST AND USE THE SIREN, MAN! IT MAKES ME FEEL LIKE "KOJAK," YOU KNOW?

ANYWAY, THERE'S THE ADDRESS! THE CALLER SAID THAT THE "TRESPASSERS" WERE DOWN IN THE EXCAVATION!

SECONDS LATER...

EVENING, OSSIFERS! I CAUGHT SOME NASTIES FOR YOU! YOU COULD SAY "THANKS," BUT YOU'LL *PROBABLY* SAY--

SP-SPIDER-MAN!

I KNEW IT!

WAIT A MINUTE! WE'LL NEED YOU FOR QUESTIONING!

YEAH, YEAH! GO KISS A MOOSE!

COME *BACK* HERE! YOU'RE UNDER *ARREST*, MISTER!

FEELING NOT A BIT LIKE "KOJAK," THE TWO OFFICERS ARE INWARDLY GLAD TO SEE THEIR MORE-THAN-HUMAN QUARRY VANISH INTO THE NIGHT--

--WHILE FAR BELOW THEIR FEET, IN A HIDDEN UNDERGROUND COMPLEX, OTHER, COLDER EYES WITNESS SPIDER-MAN'S RETREAT WITH FAR LESS AWE...

CAPTAIN OF THE GUARD! THE ALERT IS ENDED! IT WILL NOT BE NECESSARY TO DESTROY THE INTRUDERS!

SO COMMANDS DOCTOR DOOM!

A SIMPLE TELEPHONE CALL TO THE LOCAL PRECINCT HOUSE BROUGHT THE POLICE TO OUR "DOORSTEP"! THEIR ARRIVAL FRIGHTENED AWAY SPIDER-MAN!

THEY WILL REMOVE THE WOULD-BE BURGLARS! I AM CERTAIN THAT WE CAN COUNT ON "NEW YORK'S FINEST" TO ACCOMPLISH THAT IN THEIR USUAL OBLIVIOUS FASHION! THEN THIS LUDICROUS INCIDENT WILL BE *ENDED*--

--WITHOUT ANYONE HAVING STUMBLED UPON SOME CLUE TO WHAT LIES *BENEATH* THE INNOCENT-LOOKING "CONSTRUCTION SITE"!

AND YET... I DID NOT LIKE THE WAY SPIDER-MAN PAUSED AND LOOKED AROUND AFTER SUBDUING THE THIEVES-- AS IF HE SENSED SOMETHING UNUSUAL ABOUT THE EXCAVATION!

THOSE ACCURSED *SPIDER-INSTINCTS* OF HIS--!

CAPTAIN! DOUBLE THE GUARD! IF SPIDER-MAN SHOULD SO MUCH AS PASS OVER THIS INSTALLATION AGAIN-- *DESTROY* HIM!

YES, MY LIEGE!

BAH! THE WORKINGS OF FATE ARE EVER *AGAINST* ME! CURSE THE STARS THAT GUIDED THOSE WRETCHED BURGLARS TO THE BANK DIRECTLY ABOVE THIS COMPLEX!

THE IRONY OF IT IS THAT THEIR WEAPONS WERE OF MY OWN CREATION--PROTOTYPES SOLD TO THE UNDERWORLD--

--SO THAT I MIGHT OBSERVE THEM UNDER COMBAT CONDITIONS, VIA SPECIAL TELEVISION MONITOR CIRCUITRY HIDDEN INSIDE!

THAT SUCH AN ABSURD INCIDENT MIGHT JEOPARDIZE THE MIGHTIEST WORK EVER UNDERTAKEN BY MAN... IS *UNTHINKABLE!*

FOR YEARS, EVEN WHILE I DABBLED WITH LESSER BIDS FOR POWER, EVER HAS WORK PROGRESSED ON THIS, MY GREATEST PROJECT!

NOW, IN VIRTUALLY EVERY MAJOR CITY IN THE WORLD, IN HIDDEN COMPLEXES LIKE THIS ONE, PREPARATIONS NEAR COMPLETION!

THE COST HAS BEEN STAGGERING... THE RISK HIGH... THE PROBLEMS UNENDING... AND YET, AGAINST ALL ODDS I HAVE PERSEVERED, SURMOUNTING EVERY OBSTACLE!

MY LABOR... MY *GENIUS* HAVE BROUGHT ME TO THE THRESHOLD OF *WORLD DOMINATION!*

AND DOOM WILL NOT BE DENIED!

FOR TRULY, THE LIFE'S WORK, THE MASTERPIECE OF DOOM IS... *PROJECT OMEGA!*

MASTER! HOW MAY I SERVE--

GO AND DOUBLE-CHECK MY PERSONAL TAPES! MAKE CERTAIN THAT MY EVERY UTTERANCE IS BEING RECORDED, AS USUAL... AND HAVE A TRANSCRIPT OF THIS EVENING'S TAPES BROUGHT TO MY THRONE ROOM! I'LL WANT TO READ IT LATER! I BELIEVE MY LAST SOLILOQUY TO BE PARTICULARLY INSPIRATIONAL!

AND SEE TO IT THAT I AM NOT DISTURBED! DOOM WOULD BE ALONE FOR A WHILE!

ALONE!

BUT, NO... THE DEMONS THAT TORMENT ME ARE WITH ME... AS ALWAYS! ON THE RIGHT HAND OF DOOM STANDS *HATRED* ...AND ON THE LEFT, *BITTERNESS!*

WHAT DO YOU REQUIRE OF DOOM, GRIM SPECTRES? WHAT WILL SATISFY THE *VENGEANCE* YOU CRAVE?

IT WAS THE *FATES* WHO CHEATED ME! IF I CONQUER THIS PLANET AND USURP THEIR POWER OVER THE DESTINIES OF MEN... WILL EVEN *THAT* SUFFICE?

ONCE, HAPPINESS SEEMED SO MUCH *CLOSER*... SO EASILY WITHIN MY GRASP!

FOR A DARKLY HANDSOME GYPSY YOUTH... A GENIUS... A DABBLER IN SORCERY, IT SEEMED ALL ROADS LED TO SUCCESS... TO FULFILLMENT... EVEN *LOVE!*

THEN CAME THE *ACCIDENT* WHICH RUINED MY FACE AND MY LIFE IN ONE SINGLE, SEARING INSTANT!

THE PATHS ARE LESS CLEAR NOW, FOR A MAN WHOSE CHIEF PLEASURE--

--IS SHATTERING *MIRRORS!*

CRASH!

PERHAPS, WHEN THE WORLD IS MINE, I SHALL HAVE *ALL* MIRRORS DESTROYED!

THE MASK IS STIFLING... ALMOST *UNBEARABLE*... AND YET, IT IS LESS ONEROUS THAN THE TRUTH IT HIDES!

BAH! ENOUGH OF THIS! THERE IS WORK TO BE DONE!

UNIT COMMANDER! REPORT ON THE PROGRESS OF *OPERATION H!*

HE MUST BE GUIDED WITH UTMOST CAUTION FROM THIS MOMENT ON! THERE MUST BE NO MISTAKE! I WILL ASSUME CONTROL *PERSONALLY!*

UNDER OUR GUIDANCE, THE HULK HAS REACHED THE OUTSKIRTS OF METROPOLIS, SIRE! HE IS APPROXIMATELY THIRTY KILOMETERS FROM THE *TRIGGER POINT!*

AND SO, THIS ARMORED FIGURE PASSES THE NIGHT ABSORBED IN HIS MALEVOLENT MACHINATIONS--

--WHILE IN A SMALL, ONE-BEDROOM APARTMENT IN CHELSEA, PETER PARKER, FREELANCE PHOTOGRAPHER, COLLEGE STUDENT, AND PART-TIME WEB-SLINGER PASSES THE NIGHT IN FITFUL SLUMBER.

MORNING ARRIVES AS SWEETLY AND GENTLY AS AN ENRAGED RHINOCEROS... BUT WITH LESS CLASS.

RRRINNGGGG

EIGHT FORTY?! OH, NO!

MUST'A SET THE ALARM WRONG! I SHOULD HAVE BEEN UP AN *HOUR* AGO!

FRANTIC MOMENTS LATER...

I'LL NEVER MAKE MY NINE O'CLOCK CLASS!

NOT ONLY *THAT*, BUT THIS PLACE IS A MESS, AND THIS MILK IS WELL ON THE WAY TO BEING *CHEESE*! WHAT A LIFE!

HOURS LATER, IN THE EMPIRE STATE UNIVERSITY SCIENCE BUILDING...

HI, CINDY! I WAS WONDERING IF, UM, MAYBE YOU WERE FREE TONIGHT...

HMM! *I* WAS WONDERING WHEN YOU'D FINALLY WORK UP THE NERVE TO ASK ME OUT, PETER!

I MEAN, YOU'VE BEEN STARING AT ME IN PROFESSOR STERN'S CLASS FOR *WEEKS*!

I DON'T USUALLY DATE BASHFUL TYPES... BUT YOU *ARE* CUTE IN A WEIRD WAY!

OKAY, YOU'RE ON! YOU CAN TAKE ME TO THE *ELVIS COSTELLO* CONCERT TONIGHT!

UH... WELL, I'M A LITTLE SHORT ON CASH...

I GUESS YOU WOULDN'T CONSIDER TAKING A WALK IN THE PARK AND SPLITTING A POPSICLE, HUH?

TELL YOU WHAT, PETER, CALL ME NEXT TIME MOMMY GIVES YOU YOUR ALLOWANCE, OKAY?

ACE

OFTEN, THE MOST CARELESS WORDS CUT DEEPEST--

--AND CINDY'S CARELESS WORDS STRIKE LIKE DAGGERS INTO PETER PARKER'S HEART...

"NEXT TIME MOMMY GIVES ME MY ALLOWANCE"? THAT'S A LAUGH! THE ONLY MOTHER I'VE EVER KNOWN IS *AUNT MAY*... AND SINCE UNCLE BEN WAS MURDERED IT'S BEEN A STRUGGLE FOR US JUST TO SURVIVE!

NUTS! THAT REMINDS ME, I STILL OWE A BUNDLE FOR HER LAST HOSPITAL STAY! OH, WELL, MAYBE JJJ WILL BE FEELING GENEROUS TODAY!

AND MAYBE THE POPE WILL GET MARRIED!

SOON, IN THE OFFICE OF J. JONAH JAMESON, EDITOR AND PUBLISHER OF NEW YORK'S LARGEST-SELLING PAPER, THE *DAILY BUGLE*...

THIS IS IT? THIS IS ALL YOU'VE GOT, PARKER?

THEY'RE EXCLUSIVES OF SPIDER-MAN IN ACTION, MR. JAMESON--!

AND THEY'RE GREAT SHOTS, PETE...

THANKS, ROBBIE!

STOP *CODDLING* HIM, ROBERTSON!

THEY'RE GARBAGE!

HEY..!

SPIDER-MAN IS OLD NEWS IN THIS TOWN, PARKER! HIS UGLY MUG DOESN'T SELL PAPERS ANY-MORE!

AND IT'S ABOUT *TIME* THE PUBLIC GOT TIRED OF THAT NO-GOOD, GLORY-SEEKING SIDESHOW FREAK!

DO YOU READ ME, PARKER? YOU'RE *WASHED UP* AROUND HERE, UNLESS YOU START SNAPPING SOMETHING *NEWSWORTHY!*

FOR INSTANCE-- THE WIRE SERVICES ARE SAYING THAT THE *HULK'S* BEEN SIGHTED HEADING TOWARD METROPOLIS WHERE THAT OTHER SELF-STYLED DO-GOODER, WHATSISNAME, HANGS OUT! I *MIGHT* BUY SOME PIX OF THOSE TWO--

SUPERMAN

--BUT I DON'T INTEND TO *CARRY* A LAZY, USELESS FREE-LOADING JUVENILE DELIN-QUENT LIKE YOU ANY MORE!

GET OUT!

DON'T YOU THINK YOU WENT A LITTLE HARD ON HIM, JONAH?

BAH! YOUNG PEOPLE TODAY ARE MADE OF TISSUE PAPER, ROBBIE! THEY'RE ALL NAMBY-PAMBY *WIMPS!*

LIFE'S TOO *EASY* FOR THEM! KIDS LIKE PARKER NEED SOME HARD TIMES TO TOUGHEN THEM UP!

CARELESS WORDS...

MEANWHILE, HUNDREDS OF MILES AWAY A HELICOPTER SOARS AWAY FROM THE HELIPAD ATOP THE GALAXY COMMUNICATIONS BUILDING, IN THE HEART OF DOWNTOWN METROPOLIS...

POUR IT ON, NICK! THE LATEST REPORT SAID THAT HE WAS SPOTTED IN *GLENDALE!*

YOU SURE, MR. KENT? I'M NOT TOO EAGER TO FLY ANY-WHERE NEAR WHERE THE *HULK* IS SUPPOSED TO BE!

HA! DON'T WORRY, NICK, IF CLARK KENT IS BRAVE ENOUGH TO GO THERE, YOU *KNOW* IT CAN'T BE DANGEROUS!

VERY FUNNY, LOIS! SERIOUSLY, THOUGH, I DON'T THINK WE'LL BE IN ANY DANGER! WE COULDN'T BE ANY SAFER IF *SUPERMAN* HIMSELF WERE WITH US!

MINUTES LATER...

WELL, HERE WE ARE... BUT I DON'T SEE--

WAIT--! UP AHEAD! SWEET MOTHER OF MERCY--!

I-- I CAN'T BELIEVE IT!

START FILMING, RAY... NOW!

CLARK, THAT'S -- AWESOME... HORRIFYING!

CLOSER, NICK! TAKE US IN CLOSER!

I WILL, MISS LANE--

"--BUT I FELT SAFER FLYING INTO COMBAT ZONES IN SOUTHEAST ASIA! I JUST PRAY THAT WHATEVER DID THIS...ISN'T STILL HANGING AROUND!"

"THE CIVIL AUTHORITIES SEEM TO HAVE THE SITUATION UNDER CONTROL... NOW THAT THE HULK HAS GONE! IT SEEMS IM-POSSIBLE THAT ANYTHING SO BIG...SO POWERFUL COULD JUST VANISH--

"--BUT I DON'T SEE ANY SIGN OF HIM! DO YOU, CLARK?"

UH...NO, LOIS!

AND I CAN SEE A LOT FARTHER THAN YOU!

IF THE HULK IS AS DULL-WITTED AS I'VE HEARD, HOW IS HE KEEPING OUT OF MY SIGHT--? UNLESS SOMEONE ELSE IS GUIDING HIM!

NICK! LET'S HEAD BACK... AND HURRY!

A SHORT TIME LATER...

I'VE GOT TO SLIP AWAY AND SEARCH FOR THE HULK! IF SOMEONE *IS* SOMEHOW CONTROLLING HIM, THAT MAKES HIM ALL THE MORE DANGEROUS!

CLARK! LOIS!

MORGAN EDGE CALLED A MEETING ABOUT THE HULK! HE SENT ME TO BRING YOU TWO DOWN RIGHT AWAY!

JIMMY, I'LL BE ALONG IN A WHILE! TELL MR. EDGE THAT I GOT A LITTLE *AIRSICK*, AND--

CLARK, EDGE TOLD ME TO ESCORT YOU TWO TO THE CONFERENCE ROOM PERSONALLY! IF YOU DON'T COME WITH ME, IT'LL COST ME MY JOB!

COME ON, CLARK! YOU CAN SUFFER THROUGH IT LIKE THE REST OF US, TENDER TUMMY AND ALL!

AND, SO...

GOOD WORK, OLSEN! LOOKS LIKE EDGE FINALLY FOUND A JOB SUITED TO YOUR TALENTS!

WAIT'LL I WIN A PULITZER FOR MY COLUMN! *THEN* YOU'LL APPRECIATE ME, CHIEF!

THAT'S *MR. WHITE*, WHIPPERSNAPPER! I DON'T CARE IF YOU WIN THE MEDAL OF HONOR-- DON'T CALL ME "CHIEF"!

HELLO, CLARK! SLUMMING WITH THE PRINT MEDIA FOLKS AGAIN, I SEE!

COME ON, LANA! WE'RE ALL ON THE SAME TEAM! BESIDES, I WORK FOR *BOTH* THE TV NEWS AND THE *DAILY PLANET*, REMEMBER?

THAT'S A NEWSPAPER, LANA! YOU KNOW--*REAL* JOURNALISM!

WELL, LOOK WHO'S HERE! "LEGS" LANE AND "KLUCK" KENT!

HIYA, CLARKIE! LONG TIME NO SEE-- SINCE YESTERDAY, EVEN--

WHEN YOU PUT THE DOGGIE-DOO IN MY DESK DRAWER! IT HASN'T BEEN LONG ENOUGH, STEVE!

AW, DON'T BE THAT WAY! SEE WHAT THE NEW RECEPTION-IST BOUGHT ME?

THE LAPEL FLOWER? VERY NICE, STEVE!

GREAT KRYPTON! I CAN'T BELIEVE THAT EVEN *STEVE LOMBARD* WOULD STOOP TO THE OLD SQUIRTING FLOWER ROUTINE! MAYBE MEEK, MILD, UNSUSPECTING "CLARKIE" SHOULD FALL FOR IT...

NO! I JUST DON'T FEEL LIKE A FACEFUL OF WATER RIGHT NOW!

I'LL JUST "FIX" STEVE'S FLOWER WITH A TINY SHOT OF HEAT VISION...

SURPRISE, CLAR--

AHHH!

IT-- IT *BACKFIRED!*

LOMBARD, THIS IS A NEWS MEETING! WE DON'T NEED YOU OR YOUR CHILDISH PRANKS!

BUT I'M PART OF THE NEWS TEAM, MR. EDGE! SPORTS COVERAGE IS VERY IMPORTANT!

THEN GO COVER A PEE-WEE FOOTBALL GAME!

OUT!

ALL RIGHT, I WON'T MINCE WORDS! IT SEEMS CERTAIN THE HULK IS HEADING FOR METROPOLIS! IF HE ENTERS THE CITY, IT COULD BE THE BIGGEST NEWS STORY SINCE MT. ST. HELENS ERUPTED! I WANT EVERY REPORTER AND MOBILE UNIT ON THE SCENE THE MOMENT HE'S SIGHTED--

--EXCEPT YOU, KENT! YOU'LL STAY HERE AND ANCHOR THE COVERAGE!

MR. EDGE, I'D RATHER--

I DON'T CARE *WHAT* YOU'D RATHER, KENT! YOU'RE MY ANCHOR MAN! GOT IT?

YES, SIR!

AS IF IN RESPONSE TO MORGAN EDGE'S SHARP REBUFF, CLARK'S GAZE FALLS, ACROSS THE TABLE, PERRY WHITE, HIS FRIEND AND BOSS FOR MANY YEARS WONDERS FOR THE THOUSANDTH TIME HOW SUCH A TIMID, SENSITIVE MAN CAN BE SUCH AN EXCELLENT REPORTER.

NO ONE SUSPECTS THAT CLARK IS LOOKING THROUGH THE WALL AND FAR BEYOND THE RANGE OF HUMAN EYES.

OH, NO!

THE *HULK* IS IN MIDTOWN! HE MUST HAVE COME IN UNDERGROUND, THROUGH THE SEWER SYSTEM, WHERE THE LEAD PIPES SHIELDED HIM FROM MY SUPER-VISION!

STH ST.

THAT SETTLES IT! I'VE GOT TO GET OUT OF HERE *NOW!*

RUN! THE HULK IS RIGHT OUTSIDE THE BUILDING!

LISTEN! A VOICE... IN THE HALLWAY!

NO, JUST A LITTLE *SUPER-VENTRILOQUISM*.... BUT NOW THAT EVERY-ONE IS *PRIMED*--

--THIS SHOULD GET THE RIGHT REACTION!

THOOM!

WHAT WAS THAT?

IT SOUNDED LIKE A BOMB HIT THE BUILDING! THE WHOLE STRUCTURE'S SHAKING!

IT--IT'S THE HULK!

KRUHOOOOOMM!

ANOTHER SHOCK!

THE HULK MUST BE TEARING THE BUILDING DOWN!

WE'LL ALL BE KILLED!

DON'T PANIC! EVACUATE IN AN ORDERLY FASHION!

B-BUT QUICKLY!

HE DOESN'T HAVE TO TELL ME TWICE!

THE ELEVATORS MAY NOT BE SAFE! TAKE THE STAIRS!

AS ONE, THE MEMBERS OF THE GALAXY COMMUNICATIONS NEWS TEAM RUSH TOWARD THE MEETING ROOM DOOR.

ONCE OUTSIDE, THEY HEAD FOR THE EXITS--

--ALL BUT ONE.

UNSEEN, HE RACES TOWARD A FAMILIAR STOREROOM.

THE ROOM IS CLUTTERED AND DINGY, BUT IT HAS SERVED HIM WELL COUNTLESS TIMES.

LOCKING THE DOOR BEHIND HIM ONCE AGAIN, HE SHEDS HIS OUTER GARMENTS AND IS TRANSFORMED FROM A MILD-MANNERED REPORTER INTO A CHAMPION OF TRUTH JUSTICE AND LIBERTY!

JUST AND HONORABLE MEN WOULD ENSHRINE THIS ROOM IF THEY BUT KNEW THAT FROM ITS MUSTY FASTNESS-- A LIVING LEGEND IS REBORN!

SUPERMAN®

SEVENTY BLOCKS DOWNTOWN, PEOPLE FLEE FOR THEIR LIVES! THE SHRIEK OF TWISTING METAL AND THE ROAR OF SPLITTING CONCRETE BEHIND THEM LEAVE NO DOUBT THAT THE DANGER IS REAL--YET THEY CANNOT BELIEVE, THEY DO NOT ACCEPT THAT IT IS A RAGING GREEN BEHEMOTH THREATENING THEIR LIVES.

DEEP INSIDE, THEY ARE ANGRY OVER THE DENTIST APPOINTMENTS AND BUSINESS LUNCHES THEY WILL MISS--

--ANGRY THAT SOMETHING BEYOND THEIR RECKONING HAS SHATTERED THEIR FRAGILE CONTROL OF THEIR LIVES!

THIS IS AN ANGER THAT THE BRUTISH CREATURE KNOWS WELL!

ONCE, HE WAS HUMAN LIKE THEM, A BRILLIANT NUCLEAR SCIENTIST--UNTIL THE DAY HE BECAME A VICTIM OF GAMMA RADIATION GONE WILD!

IT CHANGED HIM, CURSED HIM, COST HIM ALL SEMBLANCE OF A NORMAL LIFE! FOR NOW, IN TIMES OF STRESS, HE IS TRANSFORMED INTO SEVEN FEET, ONE THOUSAND POUNDS OF RAGING FURY--

--A MONSTER WHOSE OWN TORTURED EXISTENCE IS REASON ENOUGH TO LASH OUT AT THE WORLD AROUND HIM!

BUT NOW, SOMETHING MORE GOADS HIM TO A FRENZY... SOMETHING SINISTER!

RRRRH!

SUDDENLY...

HOLD IT, HULK!

WHAM!

YOU'VE DONE ENOUGH DAMAGE, BIG FELLA! NOW CALM DOWN, OR—

SHUT UP!

NO ONE TELLS HULK ANY-THING!

I DON'T WANT TO *HURT* YOU HULK, BUT...

BAH! STUPID MAN WITH CAPE MAKES *MORE* NOISE TO BOTHER HULK!

BUT CAPE-MAN'S NOISE HULK CAN *STOP!* HULK CAN *SEE* CAPE-MAN!

AND WHAT HULK CAN SEE--

--HULK CAN *SMASH!*

SHRAK!

GREAT KRYPTON! HE'S EVEN MORE POWERFUL...MORE SAVAGE THAN I IMAGINED!

HOW CAN ANYTHING MORTAL BE THAT STRONG?

RARRHH!

HULK WILL TEAR CAPE-MAN APART WITH HIS *BARE HANDS!*

BRRAK! *KOOOM!*

UH-OH!

THIS ISN'T GOING TO BE EASY!

THAT THING HAS SUPERMAN DOWN! IF IT KILLS HIM, THEN WE'RE NEXT! THAT MONSTER WILL LEVEL THIS WHOLE CITY!

NO! SUPERMAN WILL SAVE US! HE ALWAYS SAVES US! HE'S GOT TO--!

WHY DOESN'T HE DO SOMETHING!?

LADY, I THINK HE'S TRYIN'!

--BUT HE AIN'T MAKIN' IT!

I'M GETTING OUTTA HERE!

FLEEING THRONGS CLOG THE STREETS--

--BRINGING THE HENRY J MIDDAY TRAFFIC TO A STANDSTILL, AND STRANDING A CERTAIN NEW YORK-METROPOLIS EXPRESS BUS IN THE MIDDLE OF A SNARLED INTERSECTION...

TERRIFIED BY THE CHAOS ENGULFING THEM, THE PASSENGERS RUSH TOWARD THE DOOR. ONCE OUTSIDE, THEY JOIN THE PANIC-STRICKEN MOB--

--ALL BUT ONE.

LOOKS LIKE I TIMED THIS ARRIVAL JUST RIGHT!

U.S. MAIL

THERE'RE LOTS OF PHOTOGS HERE, BUT THE OTHERS ARE ALL STAYING BACK A SAFE DISTANCE! I CAN GET SOME EXCLUSIVES IF I GET CLOSER--

--THE WAY ONLY SPIDER-MAN CAN!

I CAN CHANGE IN THIS ALLEY!

MEANWHILE...

CRIPES! THE HULK BROUGHT THE WHOLE BUILDING DOWN ON TOP OF SUPERMAN!

THANK GOD WE GOT OUT IN TIME!

KABOOOM!

DON'T BET ON IT, PAL! THE HULK'S HAD HIS INNINGS--

BUT-- BUT SUPERMAN'S HAD IT!

"--I FIGURE IT'S SUPE'S TURN NOW!"

WRAM!

UHH!

HE'S A POWERHOUSE, BUT THAT OUGHT TO TAKE THE FIGHT OUT OF HIM!

HMM! I DON'T LIKE THIS-- HE'S LYING TOO STILL!

I DIDN'T THINK I HIT HIM THAT HARD!

A BRUTE LIKE THAT COULDN'T BE PLANNING A TRAP--

--COULD HE?

THERE HE IS!

HE'S LYING UNDER TONS OF RUBBLE... NOT MOVING! I THINK HE'S OUT COLD!

NOW MAYBE I CAN GET TO THE BOTTOM OF THIS!

I FIGURE THAT THE DESTRUCTION IN GLENDALE WAS SOME SORT OF *TEST* OF THE HULK'S POWER--

--BUT WHO IS BEHIND THIS... HOW ARE THEY CONTROLLING THE HULK... AND WHY DID THEY SEND HIM HERE?

ARE YOU READY TO LISTEN TO REASON AND ANSWER SOME QUESTIONS, BIG FELLA?

DON'T TRY TO MOVE! I'LL HAVE YOU OUT IN A JIFFY!

KA-BLAM!

STUPID CAPE-MAN!

EXPLODING UPWARD AT SUPERSONIC SPEED, THE MAN OF STEEL HURTLES INTO THE SKY, DRIVEN BY THE POWER OF AN H-BOMB PACKED INTO ONE THUNDERING PUNCH.

MILES AWAY, ACROSS THE METROPOLIS RIVER, HIS LIMP BODY PLUNGES TO EARTH, SLAMMING BRUTALLY INTO THE HARD CONCRETE OF A BUSTLING PIER...

GLORY BE!

WRAK!

MEANWHILE...

CAPE-MAN IS SMASHED--

--BUT STILL THERE IS *NOISE!* NOISE *GOADS* HULK!

ARRHH! NOISE IS GETTING *LOUDER!* HULK CAN'T *STAND* IT!

WAIT! NOISE IS...*HERE!* ON THE GROUND IN FRONT OF HULK!

THIS TIME HULK WILL *SMASH!*

RAGE SWELLING TO A CRESCENDO WITHIN HIS SAVAGE BREAST, THE HULK STRIKES THE MIGHTIEST BLOW OF HIS TORTURED LIFE!

AWESTRUCK MILLIONS REEL AS THE SHOCKWAVE BORNE OF THE UNIMAGINABLE IMPACT RIPPLES THROUGH THEIR CITY, OVERTURNING CARS, SHATTERING COUNTLESS WINDOWS--

--AND, DIRECTLY ABOVE GROUND ZERO, WRENCHING A CERTAIN ARACHNID ADVENTURER FROM HIS PRECARIOUS PERCH...

OH-OH! SOMETHING TELLS ME THE GREEN GUY IS *VERRRY* UPSET!

AND THERE'S BEEN NO SIGN OF SUPES SINCE THE HULK KNOCKED HIM OVER

WHICH MEANS THAT IT'S UP TO YOURS TRULY!

OBOY!

RRRAHGH!

IGNORING THE QUEASY TIGHTNESS GRIPPING HIS STOMACH, SPIDER-MAN ADVANCES ON HIS RAGING FOE! BUT, SUDDENLY...

HOLD IT, SPIDER-MAN!

HUH? YOU'RE STILL *ALIVE* AFTER TAKING THAT PUNCH?!

ALIVE...AND A LITTLE ANNOYED!

STEP ASIDE, SON! THIS IS A JOB FOR *SUPERMAN!*

HEY! HOLD ON, BIG SHOT! WHAT AM I--? THE WATER BOY?

NUTS!

YOU--? BACK? BAH! THIS TIME HULK WILL SMASH STUPID CAPE-MAN ACROSS THE *OCEAN!*

NOT THIS TIME, HULK! YOU CAUGHT ME BY SURPRISE--ONCE! THIS TIME, I'M *READY!*

AND WHEN I'M READY...AND I DON'T WANT TO BE MOVED, NO POWER ON EARTH--

RRRRAH!

KRAKOOOM!

--CAN MOVE ME!

WITH LUCK HE'LL WEAR HIMSELF OUT *TRYING!*

BAH! CAPE-MAN THINKS HE IS STRONG-- BUT HULK IS THE STRONGEST ONE THERE IS!

AND THE MADDER HULK GETS, THE STRONGER HULK GETS!

FISTS THAT CAN SHATTER MOUNTAINS SLAM AGAIN AND AGAIN INTO THE BODY OF THE MAN WHO CAN MOVE PLANETS.

HE DOES NOT BUDGE.

BUT THE HULK GROWS EVER MORE FURIOUS, HIS STRENGTH GROWING GEOMETRICALLY WITH EACH PASSING SECOND--

--AND THE OUTCOME OF THE STRANGE DUEL IS IN DOUBT.

THEN, DESPITE THE CRASHING DIN, THE MAN OF MIGHT NOTICES A NOISE -- A PULSATING ULTRASONIC SHRIEK, FAR BEYOND DETECTION BY ORDINARY MORTAL EARS -- THAT SEEMS TO COME FROM THE AIR ITSELF NEAR THE HULK'S HEAD.

FOCUSING HIS KRYPTONIAN EYES TO EMPLOY HIS UNCANNY MICROSCOPIC VISION, HE SEARCHES FOR THE SOURCE--

--AND FINDS IT!

A MICRO-MINIATURE DRONE... EMITTING AN ULTRASONIC SCREECH AT A FREQUENCY THAT DRIVES THE HULK WILD!

IT'S ZIPPING AROUND TOO FAST FOR THE HULK TO SWAT AWAY, BUT WITH MY SUPER SPEED I CAN GRAB IT--

--AND DESTROY IT!

BEAMS OF PURE HEAT BLAZE FORTH FROM KRYPTONIAN EYES, AND WITH AN INAUDIBLE SIZZLE, THE DRONE VAPORIZES!

HUH? NOISE... IS GONE!

YES, HULK! I TOOK THE NOISE AWAY! IT WON'T BOTHER YOU ANY MORE! NOW, CALM DOWN!

CAPE-MAN TALKS STUPID! CAPE-MAN IS STUPID! HULK SHOULD SMASH ANYWAY--

--BUT HULK IS TIRED!

THEN RELAX, HULK!

NO ONE WANTS TO FIGHT YOU!

NO ONE SAVE!

ALL I WANT TO DO IS HELP YOU, HULK! THAT'S MY JOB-- HELPING PEOPLE!

HULK ISN'T PEOPLE! HULK IS...DIFFERENT!

BUT SO IS CAPE-MAN!

CAPE-MAN LOOKS LIKE PUNY HUMAN, BUT ISN'T! HULK... TRUSTS CAPE-MAN!

SLOWLY, THE ANGER WHICH HAS SEETHED FOR DAYS WITHIN THE EMERALD BEHEMOTH'S TROUBLED SOUL BEGINS TO EBB--

--AND SO, A SUBTLE CHANGE TAKES PLACE IN HIS BLOODSTREAM, CAUSING HIS MASSIVE FORM TO DIMINISH WITH EACH HEARTBEAT--

UNTIL...

HOLY COW! HE DID IT! SUPES TALKED THE HULK INTO CALMING DOWN-- ENOUGH SO THAT HE REVERTED TO HIS HUMAN SELF, DR. BRUCE BANNER!

NOW I KNOW WHAT A FIFTH WHEEL FEELS LIKE! SMEESH!

MIGHT AS WELL GRAB MY CAMERA AND CHANGE CLOTHES! OR MAYBE I SHOULD JUST GO CRAWL UNDER A ROCK AND DIE!

WHEW! GREAT JOB, SUPERMAN! THE QUESTION IS, NOW WHAT DO WE DO WITH HIM? OUR LOCKUP SURE WON'T HOLD HIM IF HE, UH... HULKS OUT AGAIN!

DR. BANNER ISN'T A CRIMINAL, OFFICER... AND NEITHER IS THE HULK! I FOUND EVIDENCE THAT SOMEONE WAS CONTROLLING HIM!

I INTEND TO FIND OUT WHO... AND WHY!

IN THE MEANTIME, I SUGGEST THAT YOU PUT DR. BANNER IN THE CUSTODY OF DR. JENET KLYBURN AT S.T.A.R. LABORATORIES!* MAYBE SHE CAN HELP DR. BANNER FIND A CURE FOR HIS PROBLEM!

SURE THING, SUPERMAN! THANKS!

GEEZ! THE POLICE ARE COOPERATING WITH SUPES! AND THE CROWD IS LOOKING AT HIM AS IF HE WERE GANDHI!

WHAT HAVE I BEEN DOING WRONG?

*SCIENTIFIC AND TECHNOLOGICAL ADVANCED RESEARCH. A SCIENTIFIC RESEARCH CENTER NEAR METROPOLIS!--AL

WITH A POLITE WAVE TO THE ADMIRING CROWD, AND A SMILE THAT SAYS "ALL IN A DAY'S WORK," THE MAN OF STEEL LEAPS SKYWARD, ARCING UP, UP AND AWAY ONCE MORE.

THE CROWD CHEERS ITS HERO.

I'LL COME BY AND CLEAR AWAY THE RUBBLE LATER! RIGHT NOW, CLARK KENT HAD BETTER TURN UP AT GALAXYOOM!

AS SUPERMAN SOARS OUT OF SIGHT, THE CROWDS BEGIN TO DISPERSE, BELIEVING THAT THE CRISIS HAS ENDED...WHEN IN FACT, IT HAS JUST BEGUN.

FOR, AT THAT MOMENT, IN THE MIDST OF THE DEBRIS OF A BATTLE-RAZED BUILDING...

THE SURFACE! I MADE IT! I'M *FREE!*

FREE FROM THAT MAXIMUM-SECURITY GILDED CAGE...THAT DISGUSTINGLY COMFORTABLE UNDERGROUND *PRISON* WHERE SUPERMAN LOCKED ME AWAY!

BUT...I'M SO WEAK! ALMOST EXHAUSTED! USED UP TOO MUCH ENERGY CLIMBING!

SOMETHING'S GONE WRONG! THERE'S NO LIVING ENERGY NEARBY... NO STRENGTH FOR ME TO STEAL!

CAN'T...MOVE! CAN'T EVEN CRAWL NEARER TO THOSE PEOPLE OVER THERE TO STEAL STRENGTH FROM THEM...FEED ON THEIR LIFE-ENERGY!

HAVE I COME THIS FAR... ONLY TO LIE HERE AND *STARVE* TO DEATH? WHAT KIND OF END IS THAT...FOR SUPERMAN'S DEADLIEST ENEMY?

WHAT KIND OF DEATH... FOR THE *PARASITE!*

DOOM! THIS IS *HIS* FAULT! HE TOLD ME HE HAD IT ALL PLANNED--

"--WHEN HE CONTACTED ME WITH HIS THOUGHTWAVE COMMUNICATOR. FIRST, HE CLAIMED HE'D ARRANGED FOR THE HULK TO STRIKE THE GROUND WITH ALL HIS AWESOME STRENGTH IN A CAREFULLY PREDETERMINED SPOT!

"HE SAID THAT THE IMPACT, LIKE A MAJOR EARTHQUAKE, WOULD SPLIT THE EARTH'S CRUST ASUNDER FOR *MILES* UNDERGROUND...AND IT MUST HAVE HAPPENED JUST AS HE PREDICTED!

"RIGHT ON SCHEDULE THE SHOCKWAVE RIPPED APART THE NEAR-IMPREGNABLE UNDERGROUND PRISON WHICH SUPERMAN HAD BUILT TO HOLD ME TEMPORARILY WHILE A NEW, PERMANENT CELL WAS BEING PREPARED.

"SO PRECISE WERE DOOM'S CALCULATIONS THAT HE WAS ABLE TO TELL ME EXACTLY WHERE IN MY CELL IT WAS SAFE TO STAND AT ZERO HOUR.

"THUS, I WAS UNHARMED BY THE PARTIAL CAVE-IN--

"--WHILE THE ROBOT SERVANT AND GUARDIAN LEFT BY SUPERMAN WAS INSTANTLY *CRUSHED!*

"SO, TOO, WERE THE CELL'S BUILT-IN *LIFE-SUPPORT* DEVICES WHICH CONSTANTLY FED ME ENOUGH BIO-ENERGY TO SURVIVE...BUT WHAT DID I CARE?

"THE HULK-MADE EARTHQUAKE LEFT A *RIFT*... AN ESCAPE ROUTE OPEN TO THE SURFACE!

"MY ENERGY LEVEL WAS MINIMAL WHEN I LEFT MY CELL. AS I STRUGGLED UPWARD, WEAKNESS AND GNAWING EMPTINESS GREW INSIDE ME!

"BUT I KNEW THAT ON THE SURFACE I'D FIND *SUPERMAN* CLEARING AWAY THE WRECKAGE OF BATTLE! DOOM *SAID* SO!

"I *BELIEVED* HIM! I BELIEVED THAT SUPERMAN WOULD BE THERE FOR ME TO CATCH UNAWARES...FOR ME TO *FEED* UPON! FOR ME TO STEAL ENOUGH STRENGTH FROM TO *ESCAPE!*"

BUT HE *ISN'T HERE!*

I *BELIEVED* DOOM...AND BECAUSE OF THAT...I *DIE!*

WAIT! SUDDENLY...I FEEL STRONGER...*MUCH* STRONGER! SOMEHOW, MY BODY IS ABSORBING ENERGY!

WHOA! WHAT'S WRONG WITH ME? ONE MINUTE I FEEL FINE...THEN I TAKE A FEW STEPS...AND ALL OF A SUDDEN I FEEL LIKE A USED DISHRAG!

SOMEONE IN THAT CROWD MUST BE FAR *MORE* THAN HUMAN FOR MY ENERGY-ABSORBING BODY TO SIPHON AWAY THEIR STRENGTH FROM SUCH A DISTANCE! WHAT LUCK! PERHAPS I SHOULD FERRET HIM OUT... STEAL ALL HIS POWER!

NO! I AM REVITALIZED... AND I HAVE STRENGTH ENOUGH TO SLIP AWAY AND RENDEZVOUS WITH DOOM--

--AND, AS HE PROMISED, HE WILL DELIVER UNTO ME POWER BEYOND IMAGINING... OR I WILL *KILL* HIM!

MEANWHILE...

CAN'T UNDERSTAND WHY I'M SO WEAK ALL OF THE SUDDEN! I FEEL LIKE I'M GOING...TO FAINT...

TOO MUCH SUN, PAL?

WHA--? I- I DON'T KNOW! JUST FE DIZZY! I'LL BE ALL RIGHT NOW! I'V GOT TO GET GOING-- BACK TO NE YORK TO DELIVER MY FILM!

YOU'D BETTER REST A WHILE FIRST!

SAY, AREN'T YOU PETER PARKER THE BUGLE PHOTOG? I'M JIMMY OLSEN FROM THE DAILY PLANET!

C'MON, I'LL BUY YOU A CUP OF COFFEE!

SOON...

SO THIS JAMESON GUY IS A REAL HARD CASE, HUH?

WELL...I SHOULDN'T COMPLAIN! I SHOULD BE *GRATEFUL!* AFTER ALL, HE GAVE ME MY START! I OWE HIM A LOT!

ANYWAY, THANKS FOR LISTENING, JIMMY! I DIDN'T MEAN TO DUMP ALL MY PROBLEMS ON YOU!

DON'T SWEAT IT, PETE! EVERYBOD HAS A ROUGH TIME OF IT NOW A THEN!

LISTEN, WHILE YOU'RE IN TOWN WHY DON'T YOU LET ME GIVE YOU THE FORTY NINE CENT TOU OF GALAXYCOM

I'LL GET THE LAB GUYS TO DE VELOP YOUR FILM FOR YOU WHILE W WALK AROUND SO YOU WON'T BE WASTING ANY TIM

MINUTES LATER...

YEP, AND THEN I RAN OUT OF BOUNDS ON THE SIXTEEN YARD LINE TO KILL THE CLOCK!

OU BROKE SEVEN ACKLES--? OODNESS, STEVIE!

TIME OUT, STEVE! I'D LIKE YOU TO MEET SOMEONE!

STEVE LOMBARD... PETER PARKER!

I'LL TRY NOT TO SQUEEZE TOO HARD, LITTLE FELLA!

UH, YEAH THANKS, STEVE!

WHAT A JERK! IF HE ONLY KNEW THAT I CAN CRUSH *BRICKS* WITH MY GRIP--!

LET'S SEE NOW, SHEILA, WHERE WAS I?

UM...WAS IT FOURTH DOWN WITH THE BASES LOADED--?

DON'T WORRY, PETE... STEVE'S OUR ONLY EX-JOCK JERK!

HE REMINDS ME OF A HIGH SCHOOL CLASSMATE OF MINE NAMED *FLASH THOMPSON!*

BUT *HE* GREW OUT OF IT!

...AND THIS IS THE FILM EDITING ROOM! THE REDHEAD IS *LANA LANG!* LOOKS LIKE SHE'S GOING OVER SOME FOOTAGE OF THE HULK-SUPERMAN FIGHT! THE LADY WHO'S KIBBITZING IS--

LOIS LANE! I MET HER ONCE IN NEW YORK!*

MMMM! HE REALLY IS THE MOST WONDERFUL MAN IN THE WORLD... AND HE'S MINE ALL MINE!

MEOW, MEOW, DARLING!

UH... LADIES! I'D LIKE YOU TO MEET SOMEONE!

*IN THE FIRST SUPERMAN-SPIDER-MAN ADVENTURE BACK IN 1976 -- AL.

AND...

I HEAR YOU'RE A TOP NOTCH PHOTO-JOURNALIST, PETE! IT'S A PLEASURE MEETING YOU!

UM, PLEASED TO MAKE YOU, LANA-- I MEAN, PLEASED TO MEET YOUR ACQUAINTANCE-- I MEAN... HI!

HOLY TOLEDO! SHE'S *GORGEOUS!*

SUDDENLY MY *FILLINGS* ACHE! I FEEL SO... IMPERFECT!

SOON, IN THE OFFICE OF PERRY WHITE, EDITOR OF THE DAILY PLANET...

HMM! THE ANGLE'S NOT THE BEST ON THESE PHOTOS OF YOURS, SON, BUT IT LOOKS LIKE YOU GOT CLOSER THAN ANY OF OUR STAFF PHOTOGS! I LIKE THAT! IT SHOWS *GUTS!* REMINDS ME OF WHEN I WAS A NEWSHOUND!

FIVE! UH... SURE!

THAT'S THREE TIMES WHAT J.J.J. WOULD HAVE PAID!

I DON'T DICKER, PARKER! I'LL PAY FIVE HUNDRED DOLLARS!

SO WHY DO I FEEL SO *GUILTY* ... LIKE I'M A TRAITOR?

SHOW PETE WHERE TO PICK UP HIS CHECK, JIMMY!

AND BY THE WAY, IF YOU TELL HIM I LIKE TO BE CALLED "CHIEF," I'LL HAVE YOU DRAWN AND QUARTERED! CLEAR?

RIGHT, CHIEF!

THANKS, MR. WHITE!

PARKER REMINDS ME A LITTLE OF CLARK KENT--QUIET AND SHY... AND YET SOMEHOW IT SEEMS AS THOUGH HE'S KEEPING SOMETHING PENT UP INSIDE!

THERE'S LOTS MORE TO SEE, OF COURSE, BUT YOU GET THE DRIFT!

YOU'RE A HECK OF A SALESMAN, JIMMY! YOU'VE GOT ME HALF CONVINCED THAT I'M LIVING IN THE WRONG TOWN! IT SEEMS SO...*NICE* HERE!

SO *MOVE* HERE! YOU CAN TRANSFER YOUR CREDITS TO METRO STATE UNIVERSITY... AND WORK PART-TIME FOR *US!*

YOU'LL LIKE IT HERE! WE'RE ALL ONE, BIG, HAPPY FAMILY!

MAYBE I'LL *TRY* IT FOR A WHILE!

AT THAT MOMENT, IN THE OFFICE OF THE PATRIARCH OF THE GALAXYCOM FAMILY...

NO, BLAST IT! YOU CAN'T HAVE A LEAVE OF ABSENCE NOW!

KENT, THE PRIMARIES ARE COMING UP! WE NEED YOU!

I'M SORRY, MR. EDGE, BUT MY CONTRACT SPECIFICALLY SAYS THAT I CAN TAKE A LEAVE OF ABSENCE *ANYTIME*-- WITHOUT ADVANCE NOTICE!

I HAVE SOMETHING PERSONAL TO TAKE CARE OF THAT--

KENT, CONTRACT OR NO, I CAN MAKE YOUR LIFE MISERABLE IF YOU DO THIS TO ME!

I'M *WARNING* YOU!

I'M SORRY, MR. EDGE!

GOODBYE!

KENT! I'M NOT THROUGH WITH YOU YET! GET BACK IN HERE!

KENT?

THE HALL'S DESERTED! WHERE THE DEVIL COULD HE HAVE GONE THAT QUICKLY?

EDGE SHRUGS AND RETURNS TO HIS OFFICE, THE SIGNIFICANCE OF THE OPEN WINDOW AT THE END OF THE HALL ESCAPING HIM AS THOROUGHLY AS CLARK KENT HAS!

AND, AS EVENING FALLS, A MAJESTIC FORM THAT IS NEITHER A BIRD NOR A PLANE STREAKS ACROSS THE SKY ABOVE MIDTOWN MANHATTAN. THE SIGHT OF A MAN FLYING UNAIDED, ALL BUT TAKEN FOR GRANTED BY THE NATIVES OF METROPOLIS, WOULD ASTONISH NATIVE NEW YORKERS -- EXCEPT THAT NATIVE NEW YORKERS NEVER LOOK UP.

TOURISTS DO, HOWEVER...

BY JOVE! I SAY, MY GOOD FELLOW, LOOK! LOOK UP IN THE SKY!

NAH! DA PIGEONS JUS' LOVES IT WHEN YA DOES DAT!

GARSH, THEY SURE HAVE BIG BUILDIN'S HERE, WEEZIE!

HEY! LOOKIE!

OH, *LORDY,* WALTER!

AH'D LAHK CREAM AN' SUGAH IN THET, PLEASE!

JUMPIN' JEHOSAPHAT!

ONE CAWFEE REGULAH... AN' ONE JUMPIN' *WHAT?*

I SUSPECTED FROM THE BEGINNING THAT THE HULK'S INVASION OF METROPOLIS WAS PART OF A LARGER SCHEME! AS I DISCOVERED SOON AFTERWARD, IT WAS ACTUALLY AN ELABORATE *JAILBREAK*, DESIGNED TO FREE THE *PARASITE!*

ONLY TWO MEN ALIVE COULD HAVE ENGINEERED SOMETHING LIKE THAT... AND I HAPPEN TO KNOW THAT ONE OF THEM, *LEX LUTHOR*, IS SAFELY LOCKED AWAY!

BESIDES, THIS SORT OF THING ISN'T HIS *STYLE!*

THAT LEAVES *ONE*... AND I'M WILLING TO BET THAT A *LOT* OF ANSWERS ARE WAITING HERE-- INSIDE THE *LATVERIAN EMBASSY!*

MOMENTS LATER...

COME RIGHT IN, SIR! THE MASTER IS, INDEED, HERE THIS EVENING! HE WAS EXPECTING YOU!

MAY I TAKE YOUR CAPE?

NO, THANKS!

HMM! DOOM HAS THE WALLS AND FLOORS LINED WITH *LEAD* WHICH BLOCKS MY X-RAY VISION!

SO MUCH FOR THE IDEA OF SEARCHING THE PLACE WITH MY SUPER-VISION!

THIS WAY, SIR! THE MASTER AWAITS IN HIS THRONE ROOM!

CLEVER! ALL THIS "QUAINT" MIDDLE EUROPEAN DECOR CONCEALS A TECHNOLOGY BEYOND ANY OTHER ON EARTH!

THAT "SUIT OF ARMOR" IS REALLY A *ROBOT GUARD!*

GOOD EVENING, SUPERMAN... THIS IS TRULY AN HISTORIC MEETING!

NO NEED TO BOW! I PREFER TO DISPENSE WITH FORMALITIES!

NOW, WHAT CAN A HUMBLE MONARCH SUCH AS I DO FOR THE LEGENDARY "MAN OF TOMORROW"?

I WANT ANSWERS, DOOM!

I GATHER THAT YOU'RE UP TO SOMETHING VERY BIG!

WHY, OF *COURSE* I AM! I AM "UP TO" GAINING ABSOLUTE DOMINION OVER THIS ENTIRE PLANET!

CAN IT BE THAT THIS IS A *SURPRISE* TO YOU? I AM DISAPPOINTED! I HAD HEARD THAT YOU WERE RATHER MORE ASTUTE!

AH, BUT *FORGIVE* MY UNSEEMLY DISCOURTESY! AN ARTIST IN THE MIDST OF FASHIONING A WORK OF SUBLIME BEAUTY MAY BE INDULGED IN A BIT OF TEMPERAMENT, NO?

SURELY YOU UNDERSTAND... FOR PHILOSOPHICALLY WE ARE MUCH ALIKE!

YOU AND I ARE THE MIGHTIEST BEINGS ON THIS PLANET! I CHOOSE TO EXERT MY POWER TO IMPOSE MY WILL UPON THE WORLD-- YOU CHOOSE NOT TO!

AND YET, EVEN *THAT* CHOICE DOES, INDEED, AFFECT THE LIVES OF EVERY MAN, WOMAN AND CHILD ON EARTH--*CONDEMNING* THEM, IN FACT, TO POVERTY, DISEASE, FAMINE...AND TO THE HIDEOUS SUFFERING THEY INFLICT UPON ONE ANOTHER!

YOU CANNOT ESCAPE IT, SUPERMAN! *YOU* DICTATE THE FATE OF MANKIND..., ONE WAY OR THE OTHER!

I KNOW!

BUT...WHAT CAN I DO? SEIZE POWER AND TRY TO REMAKE THE WORLD INTO A UTOPIA? THAT WOULD PUT ME INTO A CLASS WITH MEN LIKE HITLER... AND *YOU!*

YOU MISJUDGE ME, SUPERMAN! I AM NO RAGING FUEHRER, WRINGING HATRED FROM MISFIT FOLLOWERS! MY KINGDOM IS A PLACE OF PEACE AND CONTENTMENT!

YOU MUST *VISIT* LATVERIA! YOU ARE ALWAYS WELCOME!

CLICK!

WHAT--? KRYPTONITE!

YES...A SMALL FRAGMENT OF YOUR HOME WORLD, *KRYPTON*--RADIOACTIVELY TRANSFORMED BY THE ATOMIC EXPLOSION WHICH DESTROYED THAT PLANET, INTO THE ONLY SUBSTANCE DEADLY TO YOU!

I BELIEVE THAT THIS PARTICULAR PIECE, WHICH MY MACHINES PULLED FROM SPACE, WAS ONCE PART OF A *FARM IMPLEMENT*--A PLOWSHARE, IF YOU WILL, MADE INTO A *SWORD!*

I REALIZE THAT IT MAY BE A BREACH OF *ETIQUETTE*, STRIKING YOU DOWN WHILE YOU ARE MY GUEST!

AS I SAID, UNLIKE YOU I CHOOSE TO *EXERT* MY POWER!

OBVIOUSLY, YOU WOULD OPPOSE ME--THOUGH THAT TOO IS INTERFERING WITH THE FATE OF MANKIND--AND THEREFORE, OBVIOUSLY, YOU MUST BE ELIMINATED!

SINCE YOU HAVE BEEN KIND ENOUGH TO PUT YOURSELF WITHIN STRIKING RANGE--

--IT WOULD NOT BE PRUDENT TO LET THE OPPORTUNITY PASS!

WAIT! THE FLOOR IS *LEAD LINED!* LE CAN STOP KRYPTONITE RAYS!

THANK HEAVENS I STILL HAVE THE STRENGTH TO ROLL MYSELF UP IN IT!

I DO NOT INTEND TO KILL YOU... YET!

ONCE YOU ARE SUFFICIENTLY WEAKENED, YOUR BODY WILL BE LOCKED INTO A *STASIS TUBE* TO AWAIT DEATH AT THE HANDS OF THE *PARA*--

EH?

NOW TO *SPIN* AT SUPER-SPEED--

--UNTIL THE HEAT FROM AIR FRICTION MELTS THE LEAD INTO A THIN, FLEXIBLE COVERING!

BEFORE DOOM CAN SOMEHOW SHATTER MY LEADEN "ARMOR" I'LL GRAB THE KRYPTONITE--

--AND TOSS IT AWAY!

JUST TO BE SURE I'M RID OF IT PERMANENTLY, I'LL THROW IT OUT OF THIS *WORLD*--

BRAKK!

"--AND INTO THE HEART OF THE *SUN!*"

THAT TAKES CARE OF *THAT!*

AND *NOW*, DOOM--

--WHAT'S TO KEEP ME FROM PEELING AWAY THAT TIN SUIT AND--

BAH! I AM STANDING ON LATVERIAN SOIL! HERE, I AM THE *LAW*, ALIEN! ARE YOU NOT SWORN TO UPHOLD THE LAWS OF MEN?

PITIFUL FOOL! YOUR VAUNTED STRENGTH HOLDS NO TERROR FOR ME! YOUR HANDS ARE SHACKLED BY YOUR OWN NAIVE MORALITY!

BAH! I WEARY OF THIS COLLOQUY! THE AUDIENCE IS ENDED! *BEGONE!*

ALL RIGHT, DOOM! I'LL GO—

--FOR NOW!

YOU *KNOW* I'M NOT GOING TO LET YOUR PLANS FOR WORLD CONQUEST *SUCCEED!*

TRY SOMETHING AND THERE'LL BE NO PLACE YOU'LL BE SAFE FROM ME!

IT IS A SHAME, IN A WAY, THAT I SHALL HAVE TO DESTROY YOU, SUPERMAN!

IT IS ALSO INEVITABLE!

SUPERMAN DEPARTS--

--AND...

YOUR PLOY *FAILED*, DOOM! BAH! YOU SHOULD HAVE LET ME AT HIM! I HUNGER TO HAVE HIS POWER COURSING THROUGH ME!

IN TRUTH, I DID NOT *EXPECT* SUPERMAN TO FALL SO EASILY!

AND IF I *HAD* "LET YOU AT HIM", DOUBTLESS HE WOULD HAVE DEFEATED YOU AS HE HAS BEFORE!

YOU KNOW FROM PAST EXPERIENCE THAT YOUR BODY CANNOT *CONTAIN* ALL OF HIS AWESOME ENERGIES...YET! PATIENCE! SOON YOU WILL POSSESS HIS POWER AND MORE! TIME IS *OUR* ALLY--

-- FOR IN MERE DAYS SUPERMAN *HIMSELF* WILL MAKE OUR VICTORY INEVITABLE!

THE NEXT MORNING, IN THE OFFICES OF THE DAILY BUGLE...

I'M SORRY, MR. JAMESON IS IN CONFERENCE, MR... UH...

KENT!

RIGHT! WELL, I'LL LET HIM KNOW YOU'RE HERE!

EXCUSE ME, MR. JAMESON...

--AND IF THAT MISERABLE TRAITOR PARKER EVER SHOWS HIS FACE HERE AGAIN--

SHUT THAT D--

EH? *HIM?* HERE?

CLARK KENT! WHAT A PLEASANT SURPRISE! WHAT BRINGS YOU HERE? NEED A JOB? HEH, HEH!

IN A WAY! I'M SORT OF ON A SABBATICAL! I WAS HOPING I MIGHT BE ABLE TO DO A LITTLE FREELANCE WORK FOR YOU!

HMM! WE *MIGHT* BE ABLE TO HELP YOU OUT, CLARK!

SURE! WE'LL *MAKE* ROOM FOR YOU!

YOU'RE VERY KIND, MR. JAMESON!

YES, I SUPPOSE I AM JUST AN OLD SOFTIE!

GLORY, SHOW OUR NEWEST REPORTER AROUND--AND INTRODUCE HIM TO ROBBIE!

OKAY!

WHAT A *COUP!* THIS MORE THAN MAKES UP FOR THAT TURNCOAT PARKER SELLING OUT ON ME!

SCORE ANOTHER ONE FOR THE OLD JAMESON CHARM!

SOON...

NICE TO MEET YOU, CLARK!

THE PLEASURE IS ALL MINE, MR. ROBERTSON! I HEAR THAT YOU'RE THE BEST CITY EDITOR IN THE COUNTRY!

CALL ME ROBBIE! WHAT BRINGS YOU HERE?

I CAN'T TELL HIM THE REAL REASON I'M HERE--THAT DOOM AND THE PARASITE MAY DECIDE TO STRIKE AT SUPERMAN THROUGH THE PEOPLE KNOWN TO BE CLOSE TO HIM...LIKE CLARK KENT!

BY KEEPING A HIGH PROFILE AS CLARK, HERE IN NEW YORK, RIGHT UNDER THEIR NOSES, MAYBE I CAN "DRAW FIRE" AWAY FROM JIMMY, LOIS AND THE OTHERS.

LET'S JUST SAY I NEEDED A CHANGE OF SCENERY!

SUDDENLY...

UH-OH! THAT SOUND--! I'VE GOT TO GET OUT OF HERE!

EXCUSE ME, ROBBIE--I HATE TO RUSH OFF, BUT I JUST REMEMBERED--AH, AN IMPORTANT PHONE CALL I'VE GOT TO MAKE!

I...SEE! WELL, WE'RE GLAD TO HAVE YOU ABOARD, CLARK!

IS THIS DUDE FOR *REAL*? I MEAN, HE JUST UP AND *SPLIT* ON US! WHAT A WEIRDO!

HMM...HE DOES SEEM A LITTLE PREOCCUPIED... SORT OF LIKE PETER PARKER! KENT'S A TOP-FLIGHT REPORTER, THOUGH! I SUPPOSE HE'S ENTITLED TO A FEW QUIRKS!

HMM...MAYBE YOU'RE RIGHT, ROBBIE! BESIDES, SOMETIMES THOSE MOUSEY TYPES ARE REAL TIGERS UNDERNEATH!

I'VE GOT TO FIND A PLACE TO CHANGE, FAST!

SECONDS LATER, OUTSIDE...

LOOK! UP IN THE SKY!

GIMME A BREAK, MAN! WHO'D FALL FOR THAT OLD LINE?

WHAT *IS* IT?

WHO CARES!

HEY! LOOK! *DERE!*

GEEZ, IS THAT *THOR*?

I DON'T HAVE MY CONTACTS IN! WHAT'S GOING ON?

"A *JUMBO JET'S* FALLIN' IN MIDTOWN, LADY...

"I--I AIN'T GONNA TELL YA WHAT ELSE I SEE... 'CAUSE I JUST DON'T BELIEVE IT!"

WEST AIR FLIGHT 468 TO KENNEDY CONTROL! THIS IS IT! WE'VE GOT ONLY SECONDS TILL--

GOOD LORD! WHAT IN--?

THERE'S...SOMEONE OUTSIDE THE COCKPIT! HE'S SLOWING US DOWN!

CAN IT BE... SUPERMAN?

KENNEDY CONTROL, THIS IS WEST AIR FLIGHT 468! OUR SITUATION IS UNDER CONTROL! WE'RE ABOUT TO LAND!

WHERE? UH...ON THE ROOF OF THE PAN AM BUILDING!

NO, I AM *QUITE* SOBER...

I'LL HAVE TO SET IT DOWN HERE, TEMPORARILY! I SEE *ANOTHER* PLANE IN TROUBLE ABOUT A HUNDRED MILES EAST!

I CAN'T HELP THINKING ABOUT WHAT DOOM SAID--THAT MERELY TO POSSESS GREAT POWER IS TO DECIDE THE FATE OF OTHERS!

HERE I AM "DECIDING THE FATE" OF TWO PLANELOADS OF PEOPLE--AND, PROBABLY, IN THE NEXT FEW DAYS I'LL SAVE STILL MORE LIVES!

AND YET, BY NOT GIVING DOOM AND THE PARASITE MY UNDIVIDED ATTENTION, I MAY LEAVE MYSELF *WIDE OPEN* TO AN ATTACK--

--WHICH COULD LEAVE THE *WORLD* WIDE OPEN FOR DOOM'S MYSTERIOUS POWER PLAY!

PAN AM

A DILEMMA...FOR PHILOSOPHERS, MAYBE! TO ME THE ANSWER IS *CLEAR!*

I'LL SIMPLY DO THE BEST I CAN! I'LL ANSWER EVERY CALL FOR HELP THAT I'M ABLE TO, I'LL WORK ON STOPPING DOOM IN BETWEEN--

--AND I'LL FIT *MY* LIFE AS CLARK KENT IN AROUND THE EDGES!

IN THE DAYS THAT FOLLOW, THOUGH SUPERMAN TRIES VALIANTLY TO FIT SOME OF CLARK KENT'S LIFE IN AROUND THE EDGES, CERTAIN PROBLEMS DEVELOP--

--MOST OF THEM NAMED J. JONAH JAMESON.

OPEN UP, KENT! THIS IS JAMESON!

I KNOW HE'S IN THERE--

"--UNLESS HE JUMPED OUT THE DAD-BLAMED *WINDOW!*"

HOLY--! NEL! THE BULLETS BOUNCE RIGHT OFF HIM!

I--I THINK WE'RE IN TROUBLE, DANNY!

BLAM BLAM BLAM

KENT! STOP PLAYING GAMES!

OPEN THIS DOOR!

EEYAH!
HERE YOU GO, OFFICER!
HUH?!
BLAST IT, KENT, OPEN UP, OR I'LL--
BAM! BAM!
ER... YES?
YES?! YES?!!
I'VE BEEN KNOCKING FOR FIVE MINUTES!
YES, SIR, I KNOW! I WAS, EH ...ON A CALL!
IT WAS A TIP! APPARENTLY SUPERMAN JUST NABBED THE CRESPI GANG IN THE MIDDLE OF A ROBBERY AT THE MAIN BRANCH OF THE IRVING TRUST! SOUNDS LIKE QUITE A STORY!
YOU MIGHT WANT TO SEND A PHOTOGRAPHER DOWN THERE...AND HOLD THE PRESSES!
UH... SURE! OF COURSE!
UH...DID YOU WANT ME FOR SOMETHING, SIR?
HM? OH! UH... FORGET IT!
HEY, CLARK, THAT WAS FABULOUS THE WAY YOU COOLED OLD JJJ!
WHY, THANK YOU, GLORY ...I THINK!
UH-- EXCUSE ME! I HAVE SOMETHING RATHER PRESSING TO TAKE CARE OF!
MAYBE THERE'S MORE TO THAT MAN THAN MEETS THE EYE!
GET HIM OUT OF THAT STODGY SUIT, GLORY, BABY, AND INTO SOME THREADS MADE IN THIS CENTURY AND HE COULD BE DOWNRIGHT INTERESTING!
MAYBE I'LL JUST ASK MR. SHYGUY OUT TO LUNCH!
CLARK? WHY DON'T WE GO TO LUNCH AND--
CLARK?
WHERE'D HE GO? OUT THE WINDOW?
HMMPH! MAYBE HE'S AN ESCAPE ARTIST OR SUPERMAN OR SOMETHING!
OH, WELL! EVERYBODY'S GOT GRIEF! I'VE GOT MY OWN PROBLEMS!
AT THAT MOMENT, IN EAST WILLISTON ON LONG ISLAND...
GOOD THING I SPOTTED THIS TRAIN BEARING DOWN ON THAT CROWDED SCHOOL BUS!
IT'S TOO LATE TO YANK THE BUS OUT OF THE WAY! THE SUDDEN JOLT COULD INJURE THE KIDS INSIDE!
THE ONLY THING TO DO IS STOP THE TRAIN!

THE TRICK IS GOING TO BE NOT WRECKING IT IN THE PROCESS!

I'VE GOT TO SLOW THE TRAIN DOWN AT A RATE MORE THAN TWENTY TIMES WHAT ITS AIR BRAKES COULD MANAGE -- WITHOUT DERAILING IT!

EIGHT MILLION TONS OF HURTLING STEEL SLAM INTO THE CAPED KRYPTONIAN, TESTING NOT THE STRENGTH OF HIS MIGHTY ALIEN THEWS --

--RATHER THE PRECISION WITH WHICH IT IS WIELDED!

TIES SPLINTERING UNDER HIS SKIDDING FEET, HE ALLOWS HIMSELF TO BE DRIVEN BACKWARD --

--UNTIL, SCANT INCHES BEFORE DISASTER...

HE STOPPED IT!

DID YOU SEE THAT?!

WAIT'LL I TELL DAD!

THE ENGINEER WEEPS.

PLEASE BE MORE CAREFUL IN THE FUTURE, DRIVER!

Y-YOU BET! THANKS!

YAY, SUPERMAN!

LATER, BACK AT THE BUGLE...

HERE'S KENT'S LATEST SUPERMAN EXCLUSIVE, JONAH!

SOONER OR LATER WE'RE GOING TO HAVE TO TAKE AN EDITORIAL POSITION ON NEW YORK'S NEW-FOUND BENEFACTOR!

I KNOW, ROBBIE!

THE BUGLE'S STANCE HAS ALWAYS BEEN FIRMLY AGAINST COSTUMED VIGILANTES! FOR YEARS WE'VE CONDEMNED SPIDER-MAN AND HIS ILK!

IT APPEARS THAT HE'S ALREADY VERY POPULAR HERE, JJJ!

YES, I'M AWARE OF THAT--AND I KNOW WHAT'LL SELL PAPERS!

TOMORROW'S EDITION WILL CARRY MY EDITORIAL ON SUPERMAN! RUN THE HEADLINE--NEW YORK WELCOMES A REAL HERO!

BUT I MISS THE OLD DAYS!

LATER, AS THE DEEPEST SHADOWS OF THE NIGHT CREEP SILENTLY ACROSS CENTRAL EUROPE, A MIGHTY FIGURE HURTLES EASTWARD THROUGH THE IONOSPHERE--

--SHRUGGING OFF THE BITTER COLD, IGNORING LETHAL RADIATION AND THE LACK OF AIR--

I'VE BEEN SEARCHING FOR *DAYS* FOR SOME CLUE TO DOOM'S SCHEME WITH NO LUCK!

DOOM APPARENTLY KEEPS HIS OPERATIONS PRETTY CLEAN! THE ONLY ILLEGAL OR SUSPICIOUS ACTIVITY I COULD TRACE TO HIM WAS SOME SELLING OF *WEAPONS* TO SMALL-TIME CRIMINALS!

SO MAYBE IT'S TIME TO DO SOME SCOUTING ON DOOM'S OWN TURF--*LATVERIA!*

ORDINARILY, I WOULDN'T VIOLATE ANY NATION'S TERRITORY WITHOUT PROPER CUSTOMS CLEARANCE--BUT I'M HERE BY *INVITATION!* DOOM HIMSELF SAID I WAS "ALWAYS WELCOME"!

TOO LOW FOR CONVENTIONAL RADAR TO DETECT, TOO FAST FOR THE KEENEST EYE TO SEE, SUPERMAN SWOOPS DOWN AMONG THE ROOFTOPS OF THE VILLAGE--

--BUT IN A TURRET OF *CASTLE LATVERIA*, BROODING OVER THIS STORYBOOK KINGDOM FROM ITS CRAGGY PERCH...

HE IS *HERE!*

HE IS A FOOL IF HE THINKS HE CAN ESCAPE DETECTION BY THE MASTER'S SCANNERS!

HE FLIES THROUGH THE VILLAGE!

JUST AS THE MASTER SAID HE WOULD!

ACTIVATE THE *PARTICLE BEAM!*

ACTIVATED ...LOCKED ON TARGET... *FIRED!*

IT IS *DONE*--BUT WILL HE SUSPECT?

"*SILENCE*, FOOL! IT IS NOT WISE TO VOICE SUCH DOUBTS ABOUT THE MASTER'S DEVICES! THE BEAM IS INVISIBLE, UNDETECTABLE! HE *CANNOT* ESCAPE!"

LOOKS LIKE DOOM'S DOING A LITTLE *URBAN RENEWAL!*

APPARENTLY THEY'RE BUILDING A HIGH-RISE RIGHT HERE IN THE CENTER OF THE VILLAGE!

THAT'S PRETTY LOUSY *ZONING* IF YOU ASK ME--BUT I DON'T SEE ANYTHING ELSE UNUSUAL! I'D BETTER LEAVE BEFORE I'M SEEN!

LATER IN A MIDTOWN MANHATTAN POLICE STATION...

SO I SAID TO HIM, "HOW DID YOU GET THE CAR *INTO* THE ELEVATOR?" AND HE SAID--

HOLY MOSES! GET A LOAD OF *THIS* GUY!

EITHER THAT'S THE "REAL HERO" THE BUGLE JUST WELCOMED TO THE APPLE... OR A *NUT CASE!*

UH...CAN I HELP YOU?

I NEED SOME INFORMATION, SERGEANT!

OFFICERS FROM THIS PRECINCT RECENTLY IMPOUNDED SOME UNUSUAL WEAPONS USED IN AN ATTEMPTED ROBBERY! WHAT CAN YOU TELL ME ABOUT THAT INCIDENT?

HMM...WELL, WE RECEIVED AN ANONYMOUS TIP...TWO OFFICERS WENT TO THE 1ST NATIONAL ON FIFTY-SIXTH...

ISN'T THAT NEXT TO A *CONSTRUCTION SITE?*

UH... YES!

INTERESTING! MAY I HAVE A LOOK AT THOSE WEAPONS, SERGEANT?

THEY'RE IN THE PROPERTY ROOM...BUT I REALLY CAN'T SHOW THEM TO ANYONE WITHOUT A WRIT!

QUITE UNDERSTANDABLE, SERGEANT! I HOPE YOU WON'T MIND, THOUGH, IF I LOOK THEM OVER FROM HERE AND MAKE MYSELF SOME DRAWINGS!

FROM... *HERE?*

THANKS FOR THE PENCIL AND PAPER, SERGEANT!

BY THE WAY, I MADE AN EXTRA SET OF SCHEMATIC DRAWINGS FOR YOUR BOMB SQUAD! TELL THEM TO BE CAREFUL WITH THOSE GUNS!

UNLESS THE CODED SAFETY MECHANISMS ARE DEACTIVATED ACCORDING TO THE PROCEDURES I JOTTED DOWN, THE GUNS WIL EXPLODE NEXT TIME THEY'RE HANDLED!

EXPLODE?

GOODNIGHT, SERGEANT!

MEANWHILE, ONLY A FEW BLOCKS AWAY, IN THE HEART OF OMEGA ONE...

DOOM! WHEN DO YOU FINISH WITH THESE INTERMINABLE PREPARATIONS? WHEN DO WE *STRIKE?*

WHY *WAIT?* SUPERMAN'S FRIEND, CLARK KENT, IS HERE IN NEW YORK! WE SHOULD KIDNAP HIM AND USE HIM TO BAIT SUPER-MAN INTO A TRAP!

CAN YOU NOT SEE? IT IS OBVIOUS THAT KENT IS BAIT TO ENTRAP *US!*

BE PATIENT! MY WORK PROGRESSES STEADILY!

WHERE IS THIS "PROGRESS," DOOM? I SEE NOTHING EXCEPT YOU TINKERING WITH YOUR STUPID MACHINES!

I'M TIRED OF YOUR PROMISES -- TIRED OF YOUR *SECRECY!* I'M A PARTNER, NOT A LACKEY! I WANT TO KNOW JUST WHAT THESE PLANS OF YOURS ARE -- *NOW!*

YOU WILL LEARN MY PLANS WHEN I DEIGN TO REVEAL THEM!

AS FOR EVIDENCE O MY PROGRESS --*COME!*

BEHOLD, PARASITE!

THE *HULK!* YOU'VE GOT HIM IMPRISONED IN A *STASIS TUBE!*

QUITE CORRECT! I KNEW THAT SUPERMAN WOULD MERCIFULLY TURN BRUCE BANNER OVER TO THE PITIFULLY BACKWARD SCIENTISTS AT S.T.A.R. LABS! IT WAS CHILD'S PLAY FOR ONE OF MY ATTACK SQUADS TO "LIBERATE" HIM!

UNDER CAREFULLY CONTROLLED CONDITIONS I INDUCED DR BANNER'S BI-ZARRE TRANS-FORMATION! NOW HE IS THE HULK... HE IS HELPLESS... AND HE IS *MINE!*

WHY THE *SECOND TUBE?*

I HAVE ONE OTHER SPECIMEN YET TO OBTAIN!
"SPECIMEN"? WHO IS IT?
ENOUGH OF THIS INQUISITION! YOU WILL KNOW IN DUE TIME!
I HAVE WORK TO ATTEND! RETURN TO YOUR CHAMBERS!
WHAT?! WHY, YOU ARROGANT--! NO ONE DISMISSES THE PARASITE! NO ONE!

I'LL DRAIN YOUR STRENGTH UNTIL YOU *BEG* ME TO SPARE YOU! I'LL--
SOMETHING'S WRONG! I--I CAN'T-- AHHH!
GRRRZZZK!
FOOL!

DID YOU TRULY BELIEVE THAT I WOULD NEGLECT TO TAKE THE PRECAUTION OF *INSULATING* MY ARMOR AGAINST YOUR POWER?
NOW...YOU *WILL* AWAIT MY PLEASURE IN YOUR ROOMS WILL YOU NOT?
YES! YES!
BUT YOU'LL *PAY* FOR THIS!

NEXT AFTERNOON, IN THE OFFICE OF PERRY WHITE...
I'M GLAD YOU WANT TO WORK FOR US REGULARLY, PARKER! YOU'VE GOT A LOT OF TALENT! JUST KEEP IN MIND THE POINTERS I GAVE YOU!
SURE MR WHITE! THANKS!
WHEW! HE'S *NICER* THAN JONAH, BUT JUST AS TOUGH!
I CAN'T BELIEVE IT! I ALMOST *MISS* OLD JJJ'S ABUSE! I MUST BE CRAZY...OR A LITTLE *HOMESICK!*

I THINK MY *MAIN* PROBLEM IS THAT I'M JUST PLAIN *LONELY!*
LANA! HI!
HELLO, PETER! HOW'S IT GOING?
I WAS WONDERING IF MAYBE I COULD BUY YOU DINNER TONIGHT...O-OR A DRINK MAYBE?
DARN! WHY AM I SO NERVOUS? I SOUND LIKE A SCHOOLBOY!
WELL, PETE...

...I THINK YOU'RE A VERY NICE, UM, *YOUNG MAN*, BUT...
GOOD NIGHT!
...WELL, I'M A LITTLE BUSY TONIGHT!
G-GOODNIGHT!
GREAT! WHAT A TIME TO FALL APART! SHE MUST THINK I'M A WORLD-CLASS NERD!

HAW, HAW, HAW! NICE TRY, PETEY, BUT YOU FUMBLED THE BALL, MAN!
HUH?
OH, STEVE.
C'MERE, PETE! LET ME CLUE YOU IN ABOUT A FEW THINGS!

LOOK, PAL, WOMEN ARE LIKE DEFENSIVE ENDS! YOU CAN'T LET 'EM GET YOU DOWN OR THE PLAY'S *OVER*, YOU KNOW?
YEAH...UH, THANKS, STEVE! CAN I GO NOW?
WHY IS MY SPIDER-SENSE TINGLING? IS IT WARNING ME THAT STEVE'S A JERK? SO WHAT ELSE IS NEW?

SEE YOU AROUND, PETEY! REMEMBER WHAT I TOLD YOU!
HIYA, STEVIE!
OH! DID YOU PUT THAT THERE? THAT'S *FUNNY!*
SHHH!
I STRUCK OUT WITH LANA LANG

OH, YOU NAUGHTY BOY!

I THOUGHT I WAS GOING TO MISS CLARKIE, BUT THINGS WORKED OUT JUST FINE! YEP, WE'VE GOT OURSELVES A BRAND NEW FALL GUY!

MAYBE SOME EXERCISE WOULD CLEAR MY HEAD!

SOON, IN AN OUT-OF-THE-WAY STOREROOM...

THIS IS A GREAT LITTLE PLACE TO CHANGE!

HEY! WHAT'S THIS?!

STRUCK OUT WITH LANA LANG

LOMBARD! THAT--THAT SLIMY, DIRTY SWINE!

AS IF I DIDN'T FEEL BAD *ENOUGH* ABOUT BLOWING IT WITH LANA!

SO MAYBE I'M *NOT* DON JUAN THAT DOESN'T MEAN I HAVE TO PUT UP WITH LOMBARD'S ABUSE!

STEVE OUGHTTA BE COMING BACK TO HIS OFFICE SOON! I'LL JUST SNEAK IN AND LEAVE HIM A LITTLE PRESENT, SPIDEY-STYLE!

MOMENTS LATER...

THAT'LL FIX HIM! I HAVEN'T USED THAT TRICK FOR *YEARS!*

I'M ALMOST TEMPTED TO HANG AROUND AND WATCH!

NAH! HE'S NOT WORTH IT!

HECK, I WOULDN'T BE SURPRISED IF HE WALKS CLEAR ACROSS TOWN WEARIN' THAT SIGN AND A DUMB LOOK ON HIS FACE!

HE'S GOING TO HAVE KITTENS WHEN HE FINDS IT!

HE SEEMS LIKE A NICE BOY!

I HOPE HE ISN'T *TOO* UPSET!

WELL, THAT KID HAD BETTER LEARN TO TAKE A JOKE IF HE EXPECTS TO SURVIVE IN THIS MAN'S WORLD!

STEVIE, I'M HUNGRY! WHY DON'T WE GO DOWN TO THE COMMISSARY FOR SOME MUNCHIES?

SURE, DOLL! I'VE STILL GOT FORTY-FIVE MINUTES TILL I GO ON THE AIR!

HEY! THERE'S SOME KIND OF GLUE ALL OVER MY SEAT!

B-BUT WHO COULD HAVE--? HOW COULD--?

OH, STEVIE, THAT'S *FUNNY!* I ALWAYS THOUGHT YOU WERE A LITTLE...*STUCK UP!*

HA HA HA!

AW, *SHUT UP*, WILLYA?

AND, AT THE EXACT MOMENT THAT SHEILA ANGRILY SLAMS THE DOOR BEHIND HER, SHOUTING, "NOBODY TELLS SHEILA McCORKLE TO SHUT UP!" *A CERTAIN WEBSLINGER ARRIVES AT PETER PARKER'S TEMPORARY RESIDENCE...*

AH, YES-- THE HOTEL CHEAPO! I SPENT A WEEK THERE ONE EVENING! YAS!

I WONDER HOW LOMBARD'S DOING? WITH LUCK IT'LL TAKE AN HOUR FOR THAT WEB-BING I LEFT ON HIS CHAIR TO DISSOLVE!

WELL, LET'S SEE... I CAN SIT HERE AND SULK ALL EVENING, OR GO OUT ALONE AND BE BORED! DECISIONS, DECIS--

RRRING

THE *PHONE!*

MAYBE IT'S *MARY JANE--!* OR *DEB WHITMAN* OR EVEN A WRONG NUMBER THAT'S GORGEOUS AND FEMALE!

OH...HI, AUNT MAY! NO, NOTHING'S WRONG! I GUESS I'M JUST A LITTLE TIRED!

WELL...I'VE BEEN PRETTY BUSY.. YES, I'M DRESSING WARMLY...

YES, I MISS YOU TOO, AUNT MAY! ALL RIGHT! GOOD NIGHT!

NUTS!

MOMENTS LATER...

I GUESS THIS IS JUST ONE OF THOSE DAYS WHEN WEB-SWINGING IS THE MOST FUN I'M GONNA HAVE!

MAYBE I CAN FIND SOMETHING USEFUL TO DO!

BLAM!

HEY! WAS THAT A *SHOT*--?

KEEP BACK, PIGS!

BLAM!

THERE'S NO PLACE LEFT TO RUN, CREDDICK! GIVE IT UP!

NOTHING CAN SAVE YOU!

GOOD EVENING, OFFICER!

IT'S ME, YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN, HERE TO LEND A HELPING HAND!

BACK OFF AND HOLD YOUR FIRE! I'LL GET HIM!

HOLY--!

MURRAY! WATCH OUT!

JACK--! *HELP!*

HOLD ON, MURRAY! I'LL PULL YOU UP! *HOLD ON!*

DID YOU SEE THAT? THAT--THAT'S *SPIDER-MAN!*

HE KNOCKED MURRAY OFF THE LEDGE--ALMOST *KILLED* HIM!

HE MUST BE IN CAHOOTS WITH CREDDICK!

SHOOT HIM!

BLAM! BLAM! BLAM!

AWW!

WHAT A BREAK! THE COPS ARE ALL SHOOTING AT THAT COSTUMED FREAK!

I'LL BE ON A BUS TO GOTHAM BEFORE THEY REALIZE THAT I DUCKED OUT!

WAIT! THAT NOISE--!

OH, NO! A POLICE CHOPPER!

GOT 'IM!

AHHGH!

THE GUYS ON THE ROOF WILL SECURE CREDDICK!

LET'S GET HIS WEIRDO *ACCOMPLICE!*

THE 'COPTER--! IT'S COMING AFTER *ME* NOW!

MOBILE COMMAND TWO, THIS IS CHOPPER SIX-SEVEN-OH! WE'VE LOST SIGHT OF HIM! THIS GUY TAKES *FORTY FOOT JUMPS* AND RUNS DOWN SHEER WALLS!

BETTER PUT OUT AN *A.P.B.** ON SPIDER-MAN!

WHAT DO YOU *MEAN* "HOW ARE WE SURE IT'S SPIDER-MAN?!"

*ALL-POINTS-BULLETIN--AL.

CAN'T ANYTHING EVER GO RIGHT? ALL I WANTED TO DO WAS *HELP!*

I THOUGHT THINGS MIGHT BE *DIFFERENT* HERE IN METROPOLIS! WHAT A *LAUGH!*

WHAT'S WRONG WITH ME? WHY AM I SUCH A *KLUTZ* LATELY?

IT'S AS THOUGH I CAN'T *CONCENTRATE* ON WHATEVER I'M DOING--AS IF SOMETHING DEEP DOWN INSIDE WAS BOTHERING ME--

--BUT I CAN'T QUITE PUT MY FINGER ON IT!

WHATEVER IT IS, I'D BETTER FIGURE IT OUT SOON! IN THIS LINE OF WORK, DAY-DREAMING ON THE JOB CAN GET YOU KILLED--

--NOT TO MENTION THAT IT TENDS TO MESS UP YOUR LOVE LIFE-- AND MINE'S ALREADY THE PITS!

"PITS"?!! WAIT A MINUTE! WHAT A DUMMY I AM!

THE LAST TIME I DID SOMETHING *RIGHT* WAS WHEN I NABBED SOME BANK ROBBERS DOWN INSIDE A BIG PIT AT A *CONSTRUCTION SITE* IN NEW YORK!

SOMETHING ABOUT THAT PLACE CAUSED MY SPIDER-SENSE TO TINGLE EVER SO SLIGHTLY, AS IF IT WERE SOMEHOW *SINISTER!*

I'VE BEEN SO BUSY LATELY, I *FORGOT* ABOUT IT-- TILL TONIGHT!

NOW, AT LEAST, I KNOW WHAT'S BEEN STUCK IN MY CRAW AND--

WHOA! THERE IT GOES AGAIN! I'M GETTING THE EXACT SAME VIBES AS I DID THAT NIGHT!

AND THERE'S ANOTHER *CONSTRUCTION SITE* BELOW! CURIOUSER AND CURIOUSER!

NO DOUBT ABOUT IT! THIS PLACE GIVES ME THE SAME VAGUE FEELING OF DANGER AS THE SITE IN MANHATTAN DID!

I WONDER WHAT THE CONNECTION IS! GUESS-IT *COULD* TURN OUT THAT SPIDERS ARE NATURAL ENEMIES OF *RIVET GUNS* OR SOMETHING...

THE TINGLES GET STRONGER HEADING IN THIS DIREC-TION!

MY SPIDER-SENSES ARE WORKING LIKE A *GEIGER COUNTER*, LEADING ME TO--

--A PIECE OF *STEEL PLATE?*

OR IS IT A *TRAP DOOR*, MAYBE?

BINGO!

THIS THING MUST KEEP OUT THE RIFFRAFF! IT WOULD TAKE A *BULLDOZER* TO PULL THIS OPEN--

--OR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!

RAAAKK!

WELL, WHAT DO YOU KNOW! A SUPER-DUPER, DE LUXE, GIANT, UNDERGROUND WHOSIEWHATSIS!

MAYBE THIS IS WHERE THEY'RE FILMING THE NEXT *STAR WARS* MOVIE!

WONDER IF I'LL RUN INTO *LUKE HARMWATER* OR *C3-02!*

HMMM! THE WAY MY SPIDER-SENSES ARE BUZZING NOW, *DARTH VADER* SEEMS LIKE A BETTER BET!

LOOKS LIKE A TORNADO HAS BEEN THROUGH HERE!

SOMEBODY HAS BEEN MOPPING UP THE FLOOR WITH THESE GUYS-- WHO, I GATHER, ARE THE HIRED HANDS THAT BELONG TO THIS RANCH!

HMM! SOUNDS UP AHEAD!

A *FIGHT!*

LOTS OF GOONS WITH NASTY GUNS ARE ALL GANGING UP ON... SOMEBODY! CAN'T *SEE* HIM FOR ALL THE BAD GUYS!

WAIT! THAT'S NOT A "HIM"--

"--IT'S *WONDER WOMAN*--! THE LEGENDARY AMAZON WARRIOR!

"WOW! LOOK AT HER BLOCK THOSE SHOTS WITH HER BRACELETS! SHE MOVES LIKE A *CAT!*"

"I'D *HELP* HER-- BUT IT DOESN'T LOOK LIKE SHE NEEDS IT!

"SHE'S TERRIFIC-- PRACTICALLY UN-STOPPABLE! AND SHE MAKES BO DEREK LOOK LIKE A '2'!

"SUDDENLY I'M GLAD I DIDN'T GET A DATE FOR THE EVENING! I WONDER WHAT SHE'S DOING AFTER THE BATTLE!"

MEANWHILE, IN OMEGA ONE, IN MANHATTAN...

STILL MY SOLDIERS CANNOT SUBDUE HER! THOSE BLUNDERING DOLTS!

BAH! I SHOULD HAVE GONE THROUGH WITH MY ORIGINAL PLAN TO CAPTURE HER *HERE!* UNDER MY *DIRECT* SUPER-VISION, MY FORCES WOULD HAVE BROUGHT HER QUICKLY TO HER KNEES!

LET ME *GUESS*, DOOM-- BECAUSE OF SUPERMAN'S PRESENCE IN NEW YORK, YOU DECIDED IT WAS TOO RISKY TO ATTACK HER HERE--

--SO YOU EMPLOYED AN ALTER-NATE PLAN-- LURED HER TO METRO-POLIS--

--AND NOW YOUR ENTIRE, GRANDIOSE, SECRET SCHEME IS COMING *UNDONE* BEFORE YOUR EYES!

SILENCE! I NEED ONLY BUY A FEW PRECIOUS SECONDS FOR MY REINFORCE-MENTS TO ARRIVE!

WHAT?! SPIDER-MAN!

AND AT THAT MOMENT, BACK AT THE METROPOLIS INSTALLATION...

WHO GOES THERE--?

SPIDER-MAN?!

THAT'S ME!

AT LEAST SHE RECOGNIZES ME! FIGURES! SHE USED TO LIVE IN NEW YORK! IT'S STRANGE THAT WE NEVER RAN INTO EACH OTHER THERE! OH, WELL... IT'S A BIG TOWN!

AND...

OBVIOUSLY, THAT WEBBED NUISANCE STUMBLED ACROSS MY METROPOLIS OMEGA COMPLEX BY SHEER *CHANCE*, AIDED BY HIS UNIQUE INSTINCTS!

FOR ONCE, FORTUNE *SMILES* UPON ME!

WHAT'S *THAT* SUPPOSED TO MEAN?

QUIET! SHE HAS SEEN HIM! THIS IS THE MOMENT!

BEHOLD YOUR QUARRY, SPIDER-MAN! THE FEMALE IS OUR ENEMY--

--SHE MUST DIE! ATTACK!

SO...YOU'RE *ANOTHER* PAWN OF THE EVIL POWER WHO TRICKED ME INTO THIS TRAP!

ME-- NO, I--

ARE YOU?

AW, C'MON! YOU'RE NOT GOING TO FALL FOR THE OLD "COMMAND-TO-ATTACK" TRICK!

I'VE OFTEN HEARD YOU WERE ON THE WRONG SIDE OF THE LAW! I'D EVEN CONSIDERED HUNTING YOU DOWN ONCE OR TWICE! OBVIOUSLY, I *SHOULD* HAVE, BUT I'LL RECTIFY THAT MISTAKE RIGHT NOW!

WHY IS EVERYONE SO EAGER TO BELIEVE THE *WORST* ABOUT ME JUST BECAUSE THEY READ IT IN THE PAPERS?

DOESN'T ANYONE EVER WONDER ABOUT *MY* SIDE OF THE STORY? HASN'T IT OCCURRED TO ANYONE THAT MY BIGGEST CRITICS HAPPEN TO OWN MAJOR DAILIES--AND I *DON'T*!?

AND *THEY* NEVER PRINT MY LETTERS TO THE EDITOR!

YOUR WORDS HAVE THE RING OF GLIB TREACHERY, SPIDER-MAN!

MY MAGIC LASSO HAS THE POWER TO FORCE THE TRUTH FROM THOSE IT SNARES!

IF YOU *AREN'T* IN LEAGUE WITH WHOEVER LURED ME HERE YOU HAVE NOTHING TO FEAR FROM IT--OR FROM ME!

LADY, YOU ARE OUT OF YOUR COTTON-PICKIN' *TREE* IF YOU THINK I'M GOING TO LET YOU HOGTIE ME WITH A MAGIC LASSO THAT--

WHAT AM I *SAYING*? I DON'T BELIEVE IN "MAGIC LASSOS"!

I'M *STILL* NOT GOING TO LET YOU TIE ME UP--NOT ON OUR FIRST DATE!

SO! YOU FLEE, TO PROTECT YOUR DECEIT--AND YET, IN DOING SO, YOU BETRAY IT!

THAT SMUG SELF-RIGHTEOUS ATTITUDE OF HERS MAKES ME WANT TO HAUL OFF AND *BELT* HER--AFTER WHICH, SHE'D PROBABLY KNOCK MY *BLOCK OFF!* GOING TOE-TO-TOE WITH HER IS DUMB! I'VE GOT A BETTER IDEA!

I'VE NEVER SEEN ANYONE MOVE SO QUICKLY! FOR ALL MY AMAZON SPEED, I AM *PLODDING* NEXT TO HIM!

STILL, BY APHRODITE'S CROWN, I SWEAR I'LL STOP HIM!

YOU WON'T BE SAFE FROM ME THERE, SPIDER-MAN!

OH, I WON'T BE HERE LONG! I *FOUND* WHAT I WAS LOOKING FOR-- THE MAIN CIRCUIT BOX--

--FOR THE *LIGHTS!* OOPS! I ACCIDENTALLY RIPPED OUT EVERY SINGLE CIRCUIT!

SILLY ME!

THE ROOM'S GONE *PITCH BLACK!*

THAT'S RIGHT!

NOW, ME, I'M RIGHT AT HOME IN THE DARK 'CAUSE I'VE GOT HANDY-DANDY *SPIDER-SENSE,* PATENT PENDING!

WHA--?

RELAX! I WON'T HIT YOU!

YOU KNOW THAT GLOWING ROPE IS A REAL HANDICAP IN A SITUATION LIKE THIS!

NOW LOOK, LADY, I COULD BE *CLOBBERING* YOU RIGHT NOW, BUT I'M NOT! GET THE DRIFT? I'M ONE OF THE GOOD GUYS!

HMM! YOU'VE MADE YOUR POINT, SPIDER-MAN--

--BUT IT'S YOUR OWN FAULT THAT PEOPLE ARE IMMEDIATELY SUSPICIOUS OF YOU! YOU'RE--WELL, *SCARY!* YOU'VE GOT A PRETTY CREEPY ROUTINE!

"YEAH, I KNOW! MOST PEOPLE HAVE A *THING* ABOUT SPIDERS! BY THE WAY, DO YOU THINK IT'S TOO EARLY IN OUR RELATIONSHIP TO CONSIDER MARRIAGE?"

OUR INFRA-GOGGLES WORK PERFECTLY! WE CAN SEE THEM CLEARLY!

QUIET! WE MUST TAKE THEM BY SURPRISE! PRIME YOUR CONCUSSION RAYS!

YOU ARE...*UNIQUE,* SPIDER-MAN, I MUST ADMIT!

WE'D BETTER FIND OUR WAY OUT OF HERE...AND THEN, I INTEND TO SETTLE A SCORE WITH THE OWNER OF THIS ESTABLISH-MENT!

SURE...

MY SPIDER-SENSE--BUZZING LIKE *MAD--!*

WONDER WOMAN! DUCK!

OOOF!

DIRECT HIT ON PRIMARY TARGET!

SQUAD "A"! SECURE THE WOMAN! SQUAD "B" GET--

UHH!

SQUAD "B" BREAK FOR MILK AND COOKIES!

C'MON, GUYS, TAKE FIVE, WILLYA?

OH, ALL RIGHT THEN, WE'LL DO IT THE HARD WAY!

SPIDER-MAN! GET AWAY! RUN!

OOHH!

WONDER WOMAN IS NOT YET DOWN!

MAINTAIN FIRE!

WE ARE! SHE'S TAKEN ENOUGH BLASTS TO BATTER DOWN A MOUNTAIN!

LOOK! AT LAST SHE FALLS!

EXCELLENT! TAKE HER!

THE REST OF YOU--GET SPIDER-MAN! THE MASTER HAS NO USE FOR HIM! USE LETHAL FORCE!

HE IS TOO FAST TO PICK OFF! BEGIN PATTERN FIRE SEQUENCE!

IT'S NO USE! I CAN'T GET PAST THOSE BLASTERS! THEY'RE GETTING AWAY WITH WONDER WOMAN!

I'D BETTER PULL SOMETHING OUT OF MY HAT-- QUICK!

HE'S FLEEING--! HEADING FOR THE BUILDING-SITE TRAP-DOOR! AFTER HIM!

MEANWHILE...

I DO NOT LIKE THIS! SQUAD "B" SHOULD HAVE REPORTED SPIDER-MAN'S DESTRUCTION BY NOW!

FORGET THEM! OUR JOB IS TO DELIVER WONDER WOMAN TO THE MASTER AS QUICKLY AS POSSIBLE! ON TO THE TUBE TRAIN!

IS SHE TO BE LIQUIDATED? THAT WOULD BE A SHAME, PIET! SHE IS VERY LOVELY!

SHH! SHE IS MERE CARGO, NO MORE!

YOU MUST GUARD YOUR WORDS HANS! SUCH WORDS COULD BE MISINTERPRETED BY THE SQUAD LEADER SHOULD HE OVERHEAR--AND YOU COULD BE DISCIPLINED!

BETTER TO BE HEARD MARVELLING AT SOME ACCOMPLISHMENT OF THE MASTERS--

--SUCH AS BUILDING AN UNDERGROUND RAILWAY BETWEEN METROPOLIS AND NEW YORK TOTALLY UNDETECTED!

QUIET BACK THERE! HURRY!

WE HAVE RECEIVED A REPORT FROM SQUAD "B"! THEY PURSUED SPIDER-MAN TO THE TRAP DOOR...THEN LOST HIM! THEY BELIEVE THAT HE ESCAPED INTO THE CITY!

NO MATTER! NOW THAT WE ARE SAFELY AWAY, HE IS NO LONGER A MAJOR CONCERN!

NONETHELESS, HE SHOULD BE HUNTED DOWN AND SLAIN! SEND SQUAD "B" AFTER HIM! IF HE'S DEAD WITHIN THE HOUR THEIR PUNISHMENT FOR ALLOWING HIM TO SLIP AWAY WILL BE LESS SEVERE!

SOON, IN THE BOWELS OF OMEGA ONE...

YOU HAVE HER!

STEP ASIDE, PLEASE! WE MUST TAKE HER TO BE PLACED IN STASIS ALONGSIDE THE HULK-- AS THE MASTER COMMANDS!

"AS THE MASTER COMMANDS!... BAH!

LISTEN! I *COUNTERMAND* THAT ORDER! PUT HER DOWN IMMEDIATELY! I *WANT* HER!

DON'T YOU *HEAR* ME? THE PARASITE *COMMANDS* YOU!

YOU *DARE* IGNORE ME?

I SAID *DROP* HER! SHE'S *MINE!*

UHH!

WHAK!

THE SQUAD LEADER IS *DEAD!*

THAT WAS NO ORDINARY PUNCH! THE PARASITE ABSORBED HIS BIO-ENERGY -- *ALL* OF IT!

EXACTLY! NOW LEAVE THE WOMAN WITH ME OR SUFFER THE SAME FATE!

YOU *DARE* NOT FIRE! YOU KNOW THAT YOUR MASTER *NEEDS* ME!

HOLD!

WHAT MADNESS IS THIS?

YOU *DESIRE* THIS WOMAN, PARASITE? I WAS UNAWARE THAT YOU HAD ...*ROMANTIC* INCLINATIONS!

OF COURSE I WANT HER!

LOOK AT ME, DOOM! LOOK AT THE RAVAGED, DISFIGURED FLESH BEFORE YOU--!

LOOK AT THIS HIDEOUS THING THAT I AM--!

AND THEN TRY TO REMEMBER THAT INSIDE, I'M STILL A *MAN!*

"I NEVER REALIZED HOW WELL OFF I WAS WHEN I WAS JUST A MAN! I WAS A *FLUNKY* AT A NUCLEAR RESEARCH PLANT... UNTIL THE DAY I MADE ONE LITTLE *MISTAKE!*

I HEARD THEY SOMETIMES SHIP THE *PAYROLL* INSIDE THESE RADIOACTIVE WASTE CONTAINERS!

I'LL JUST TAKE A LITTLE PEEK AND SHUT IT REAL QUICK IF--

AHHHGH!

"THE CONTAINER HELD WEIRD, UNKNOWN EXPERIMENTAL ISOTOPES.

"INSTANTLY, THE SEARING RADIATION DISCOLORED MY SKIN-- SCARRED AND MUTILATED MY FLESH--AND TRANSFORMED ME INTO AN ENERGY-LEECHING *MONSTER!*

LOOK AT ME, DOOM! SEE BEFORE YOU THIS WRETCHED CREATURE WHO LONGS TO *EAT*... TO *SLEEP*...TO *LOVE*...BUT IS *DENIED* ALL THE SIMPLE PLEASURES OF MEN SINCE MY BODY WAS TRANSFORMED!

YES, I DESIRE HER--BUT I CANNOT *HAVE* HER, DOOM--I CAN ONLY STEAL HER AWESOME *POWER* AND FEEL IT SURGING, BURNING WITHIN ME!

POWER IS ALL THAT IS *LEFT* FOR ME TO LUST FOR! I *WANT* IT! *NOW!*

I...SEE!

VICTOR VON DOOM IS NOT WITHOUT COMPASSION! INDEED, WE ARE MORE ALIKE THAN YOU KNOW, MY FRIEND!

PERHAPS I HAVE ERRED IN NOT TAKING YOU INTO MY FULL CONFIDENCE BEFORE NOW! ALLOW ME FIRST TO REVEAL TO YOU THE SECRETS OF *PROJECT OMEGA*--

--AND THEN YOU SHALL *HAVE* THE POWER YOU *CRAVE!*

WHAT *IS* THAT? WHAT ARE YOU DOING?

I AM MERELY ACTIVATING THE MICROMINIATURE *HOLOGRAPHIC PROJECTOR* BUILT INTO MY GLOVE--I'LL ILLUSTRATE WHAT I AM ABOUT TO EXPLAIN!

BEHOLD, PARASITE!

THESE ARE THE LOCATIONS OF MY OMEGA INSTALLATIONS AROUND THE WORLD!

THEY ARE IN EVERY COUNTRY--IN EVERY MAJOR CITY! JUST TO PURCHASE THE *LAND* THEY'RE BUILT UNDER--SECRETLY, THROUGH AGENTS AND DUMMY CORPORATIONS--WAS A GARGANTUAN TASK!

INCREDIBLE! THAT ALONE MUST HAVE COST YOU *BILLIONS,* DOOM!

MANY... BILLIONS!

WHAT YOU SEE NOW IS A CROSS-SECTION OF A TYPICAL INSTALLATION! OBSERVE HOW FAR IT MUST EXTEND UNDERGROUND TO HOUSE ITS VAST, COMPLEX MACHINERY!

BASEMENT

500 METERS

HOW CAN IT BE THAT NO ONE--NOT EVEN *SUPERMAN*--HAS DETECTED ANY OF THESE ENORMOUS CONSTRUCTS?

THE "CONSTRUCTION SITES" ABOVE THE INSTALLATIONS MASKED ALL EVIDENCE OF THE REAL WORK BEING DONE BELOW FROM ORDINARY MEN--

--AND SUPERMAN HAS BEEN UNABLE TO DETECT MY COMPLEXES UNDER HIS VERY NOSE BECAUSE HE CANNOT *SEE* THEM!

WHAT?

QUITE SIMPLY, I HAVE INVENTED AN *INVISIBILITY SCREEN* THAT CAN FOIL EVEN SUPERMAN'S VAUNTED X-RAY VISION! HE CAN SEE *NOTHING* BENEATH MY CONSTRUCTION SITES SAVE EARTH AND ROCK!

VERY CLEVER--BUT WHAT'S THE *POINT,* DOOM? WHAT'S ALL THIS *FOR?*

THE FINAL COUNTDOWN HAS ALREADY BEGUN, PARASITE! VERY SOON, IT WILL BE *ZERO HOUR!*

THEN, SIMULTANEOUSLY, EVERY OMEGA STATION WILL EMIT A PECULIAR *RADIATION* WHICH WILL PERMEATE EARTH'S CRUST AND MANTLE!

"--AND AT THAT MOMENT, EVERY MOLECULE OF *FOSSIL FUEL* ON THIS PLANET WILL BE TRANSMUTED INTO *SAND!*

"THINK OF IT! EVERY OUNCE OF *COAL*... EVERY DROP OF *GASOLINE, KEROSENE,* AND *OIL* RENDERED *UNBURNABLE* IN ONE CATACLYSMIC SECOND!

"THEN, AFTER A SLIGHT ADJUSTMENT, I WILL ACTIVATE MY MACHINES AGAIN, AND DESTROY ALL *ATOMIC* FUELS!

"IMAGINE THE *CHAOS,* PARASITE, AS COMMERCE AND INDUSTRY, BEREFT OF THE ENERGY THAT IS THEIR LIFEBLOOD, GRIND TO A HALT!

"IMAGINE THE *PANIC* AS A FEARFUL WORLD REALIZES THAT WITHOUT POWER, IN THE COLDER CLIMES, BILLIONS WILL *FREEZE IN THE DARK!*

"AN INTERESTING *SIDE EFFECT* CAUSED BY MY OMEGA RAYS IS THAT THEY WILL RENDER MOST WEAPONS *USELESS*-- FOR EXPLOSIVES, BOTH CONVENTIONAL AND NUCLEAR, ARE, IN ESSENCE, MERELY RAPID-BURNING FUELS!"

THUS, IN THE FACE OF THEIR GREATEST CRISIS, THE NATIONS OF THE WORLD WILL BE MILITARILY IMPOTENT! *ANARCHY* WILL REIGN AND THE WORLD WILL TREMBLE ON THE BRINK OF *BARBARISM!*

AND THEN?

THEN, I, DOOM, WILL OFFER HUMANITY *ENERGY* ONCE AGAIN FROM THE ONLY MAJOR SOURCE REMAINING ON EARTH!

BEHOLD, PARASITE-- AT THE HEART OF OMEGA ONE-- MY *FUSION REACTOR!*

YOU WITNESS AN ACHIEVEMENT *UNDREAMT* OF BY THE WORLD'S FOREMOST NUCLEAR PHYSICISTS!

IT *NEEDS* NO ATOMIC FUEL-- IT CONSUMES ONLY SIMPLE MATTER! ITS OUTPUT IS EQUIVALENT TO A SMALL *STAR*-- SUFFICIENT TO POWER THE TOTALITY OF CIVILIZATION!

AND IT WILL MAKE YOU *KING!* IMPRESSIVE, DOOM--

-- BUT WHERE DO *I* FIT IN?

SOME WILL *OPPOSE* MY RULE... INCLUDING SOME BEINGS OF CONSIDERABLE MIGHT! BUT ONCE MY MACHINES HAVE ENABLED YOU TO ABSORB ALL THE POWER OF WONDER WOMAN, THE HULK AND SUPERMAN, YOU WILL SERVE AS MY INVINCIBLE *PROTECTOR* AGAINST THESE USURPERS!

AS SUCH YOUR PLACE WILL BE SECOND ONLY TO *MINE!*

"--AND AT THAT MOMENT, EVERY MOLECULE OF *FOSSIL FUEL* ON THIS PLANET WILL BE TRANSMUTED INTO *SAND!*

"THINK OF IT! EVERY OUNCE OF *COAL*... EVERY DROP OF *GASOLINE, KEROSENE,* AND *OIL* RENDERED *UNBURNABLE* IN ONE CATACLYSMIC SECOND!

"THEN, AFTER A SLIGHT ADJUSTMENT, I WILL ACTIVATE MY MACHINES AGAIN, AND DESTROY ALL *ATOMIC* FUELS!

"IMAGINE THE *CHAOS,* PARASITE, AS COMMERCE AND INDUSTRY, BEREFT OF THE ENERGY THAT IS THEIR LIFEBLOOD, GRIND TO A HALT!

"IMAGINE THE *PANIC* AS A FEARFUL WORLD REALIZES THAT WITHOUT POWER, IN THE COLDER CLIMES, BILLIONS WILL *FREEZE IN THE DARK!*

"AN INTERESTING *SIDE EFFECT* CAUSED BY MY OMEGA RAYS IS THAT THEY WILL RENDER MOST WEAPONS *USELESS*-- FOR EXPLOSIVES, BOTH CONVENTIONAL AND NUCLEAR, ARE, IN ESSENCE, MERELY RAPID-BURNING FUELS!"

THUS, IN THE FACE OF THEIR GREATEST CRISIS, THE NATIONS OF THE WORLD WILL BE MILITARILY IMPOTENT! *ANARCHY* WILL REIGN AND THE WORLD WILL TREMBLE ON THE BRINK OF *BARBARISM!*

MOMENTS LATER, AS SPIDER-MAN CLAMBERS OUT OF OMEGA ONE INTO THE COOL AIR OF A MANHATTAN NIGHT...

SUPERMAN! BOY, AM I GLAD TO SEE YOU!

I WAS HOPING THAT IF I KEPT AN EYE ON THIS PLACE SOMETHING UNUSUAL MIGHT TURN UP--

--AND YOU CERTAINLY QUALIFY, SPIDER-MAN!

AND...

OF COURSE I BELIEVE YOU! I HAD JUST ABOUT PIECED THE WHOLE THING TOGETHER FROM THE EVIDENCE I'D GATHERED ANYWAY!

SO WHAT'LL WE DO? THESE GUYS ARE PLAYING FOR KEEPS! MAYBE WE SHOULD GET REINFORCEMENTS-- LIKE THE ARMY, MAYBE...

NO! THERE ISN'T TIME!

THEN--IT'S JUST US?

NO! DOOM AND THE PARASITE ARE TOO DANGEROUS, SPIDER-MAN! IT'S JUST ME!

THIS IS A JOB FOR SUPERMAN!

Y-YEAH, I GUESS IT IS!

SO LET HIM BE THE BIG HERO! WHY NOT? HE'S LOADED WITH SUPER POWERS! I'D JUST BE IN THE WAY!

HE NEEDS ME LIKE A FISH NEEDS A BICYCLE!

BUT...WAIT A SEC...DIDN'T DOOM SAY SOMETHING ABOUT HAVING TAKEN STEPS TO MAKE SUPES' CAPTURE A SURE BET? WHAT IF--?

WHAT'S WRONG WITH ME? HAVE I REALLY GONE WACKO AT LAST, LETTING A GUY LIKE THAT RISK HIS LIFE WHILE I HANG BACK WHERE IT'S SAFE?

I CAN'T BELIEVE IT! I'M LETTING SOME DUMB LUCK, BAD BREAKS AND THAT STUCK-UP LANA LANG MAKE ME INTO A COWARD!

IN A PIG'S EYE I AM!

WAIT FOR ME, SUPES!

GERONIMO!

NUTS! I'M JUST GONNA HAVE TO THINK UP A GLITZIER BATTLE CRY!

MEANWHILE, FAR BELOW...

YOU COULD ABSORB THE POWER OF WONDER WOMAN AND THE HULK UNAIDED, PARASITE-- BUT YOUR CELLS SEEM TO QUICKLY DISSIPATE THE ENERGY THEY STEAL!

MY ENERVATOR HARNESS WILL ENHANCE THE ABSORPTION PROCESS-- ENABLING YOU TO RETAIN THEIR POWER INDEFINITELY! THEY WILL DIE, OF COURSE--

GOOD! HURRY, LET ME DRAIN THEM DRY AND THEN BRING ME SUPERMAN TO SLAY AS WELL--

--AND, PERHAPS, AT LAST, THE GNAWING HUNGER THAT PLAGUES ME WILL END!

SUDDENLY...

KARASH!

SOMEBODY MENTION MY NAME?

SUPERMAN!

SO I SEE! THIS WILL TAKE CARE OF HIM!

SORRY, DOOM! IT DOESN'T EVEN TICKLE!

BAH! I'LL STOP HIM!

I CAN'T YET SAP ALL YOUR INCREDIBLE MIGHT, SUPERMAN -- BUT I CAN SIPHON OFF ENOUGH TO BRING YOU TO YOUR KNEES!

DON'T YOU THINK THAT BY NOW I KNOW BETTER THAN TO LET YOU TOUCH ME?

THERE'S ONLY SO MUCH POWER YOU CAN ABSORB FROM A DISTANCE, PARASITE --

--SO I'LL JUST PIN YOU HERE OUT OF HARM'S WAY UNTIL I FINISH THE SERIOUS WORK!

OOF!

THE PARASITE IS HELPLESS!

WE MUST PROTECT THE MASTER!

FIRE!

I'M ALMOST DISAPPOINTED IN YOU, DOOM!

BLAM!

ZZAK!

BOOM!

KRAK!

I FIGURED THAT I WAS IN FOR THE FIGHT OF MY LIFE!

BUT THIS ISN'T EVEN *LIGHT EXERCISE!*

OUR WEAPONS!

WITH A GLANCE HE *MELTED* THEM!

WHOOSH!

AIEEE!

HE--HE *BLEW US AWAY!*

WE ARE AS *GNATS* BEFORE A COLOSSUS!

ANYTHING ELSE YOU'D LIKE TO TRY, DOOM--? OR ARE YOU READY TO ADMIT THE PARTY'S OVER?

WHAT IS IT THAT POSSESSES SELF-STYLED "HEROES" TO ENDLESSLY SPOUT MORONIC *FILLIPS* AND STUPID *HOMILIES*?

THIS IS NOT A *PARTY*, ALIEN! IT IS, IN FACT, A *WAR!*

THE DIVERSION STAGED BY MY SOLDIERS SERVED ITS PURPOSE--

AND NOW MY *TRUE* OFFENSIVE BEGINS!

WHA--?

A *ROBOT!*

NO ORDINARY ROBOT, SUPERMAN, I ASSURE YOU! IT IS CONSTRUCTED OF AN ALLOY NEARLY AS INDESTRUCTIBLE AS *ADAMANTIUM*--

--AND YOU WILL FIND THAT ITS STRENGTH MATCHES YOUR *OWN!*

FOR THIS IS THE *SOURCE* OF ITS MIGHT--

--A MASSIVE *FUSION REACTOR!*

SEE HOW ITS BLINDING BRILLIANCE PENETRATES THIS VIEWPORT, THOUGH IT IS MADE OF *BLACK QUARTZ*, TWENTY FEET THICK!

THIS IS THE FIRE THAT BURNS IN THE *STARS*-- THE PRIMARY POWER OF THE UNIVERSE--A FORCE TO BE FEARED EVEN BY THE LEGENDARY *SUPERMAN!*

ONLY *DOOM* COULD HARNESS SUCH POWER! ONLY DOOM WOULD *DARE!*

DOOM HAS THIS THING PROGRAMMED WELL! IT WON'T LET UP—!

WRAK!

UFF!

CAN'T GET ANY LEVERAGE—CAN'T BREAK LOOSE!

AT LAST I MANAGED TO WRIGGLE FREE!

IT WILL TAKE THAT CLUMSY ROBOT FOREVER TO SUBDUE SUPERMAN—IF, INDEED, IT CAN!

BUT IF IT CAN JUST HOLD HIM UNTIL I CAN TOUCH HIM...

BUT, SUDDENLY...

HI! I WAS IN THE NEIGHBORHOOD, SO I THOUGHT I'D DROP IN!

WHA—SPIDER-MAN!

UFF!

THAK!

WHAM!

MY DEAR OLD AUNTIE ALWAYS TAUGHT ME TO WIPE MY FEET—I HOPE YOU DIDN'T MIND MY USING YOUR FACE!

THAT WAS STUPID! ANY DIRECT CONTACT WITH MY BODY WEAKENS YOU FAR MORE THAT IT HURTS ME!

NOW YOU TELL ME!

GOT TO STAY OUT OF HIS REACH—BUY SOME TIME FOR MY SUPERHUMAN METABOLISM TO REPLENISH THE STRENGTH I'VE LOST!

HEY!

NO FAIR!

ALONG WITH YOUR STRENGTH I SIPHON OFF ALL OF YOUR ABILITIES!

SINCE YOU WERE FOOL ENOUGH TO TOUCH ME, I CAN DO WHATEVER YOU CAN DO!

AND THE MORE OF YOUR ABILITIES I STEAL, THE LESS YOU HAVE!

THAT'S FOR SURE! I CAN'T EVEN LEAP HALF AS FAR AS USUAL! AND MY STRENGTH IS FADING EVERY SECOND!

I THINK I'M IN BIG TROUBLE!

SUDDENLY I'M EXHAUSTED! CAN'T CLIMB ANY HIGHER! CAN'T RUN ANYMORE!

AND THE PARASITE'S RIGHT ON MY TAIL!

I STILL HAVE ONE ADVANTAGE THOUGH!

HE DOESN'T HAVE A PAIR OF WEB-SHOOTERS STRAPPED TO HIS WRISTS!

WHA--? WEBBING!

CLEVER, SPIDER-MAN! YOUR WEBBING ALMOST SNARED ME--BUT SOMEHOW I KNEW IT WAS COMING--! I SENSED DANGER--AND INSTINCTIVELY DODGED IN TIME!

AH! OF COURSE! I'VE ABSORBED SOME OF YOUR UNCANNY SPIDER-INSTINCT!

HA! THIS SPIDER-LIKE SENSE IS WONDERFUL! I CAN ANTICIPATE YOUR SHOTS AND EVADE THEM WITH EASE!

AND ALL THE WHILE I CAN FEEL MY BODY LEECHING YOUR STRENGTH EVEN FROM HERE! IN ANOTHER MOMENT YOU'LL BE TOO WEAK TO FIRE THOSE WEB-DEVICES OF YOURS--

--AND THEN I'LL HAVE YOU!

HE'S RIGHT! THIS DEFINITELY ISN'T WORKING OUT!

IT LOOKS PRETTY GRIM! THESE GUYS ARE PLAYING FOR KEEPS--AND SUPES ISN'T DOING TOO WELL EITHER!

HEY, WAIT!

MAYBE I CAN GIVE SUPERMAN A HELPING HAND BEFORE PURPLE PUSS CAN STOP ME!

THAT MONSTER SEEMS TO HAVE SOME KIND OF ELECTRONIC EYES!

WONDER WHAT HAPPENS IF I COVER 'EM UP?

GUESS WHO, ROBBY!

GOOD WORK, SPIDER-MAN! YOU DIS-TRACTED HIM!

YEP! HE'S REACHING FOR ME NOW!

WHICH FREES ME TO STRIKE BACK! I'M MUCH OBLIGED!

UH... PAL, I'M GOING TO BE MUCH DEAD WHEN HE GETS THOSE MITTS ON ME...

DON'T WORRY, SPIDER-MAN--

HE WON'T!

KA-A-A-A

OH, NO! DOOM GOT SUPERMAN!

AHHH!

AND I'VE GOT YOU!

WE WON!

HAH! SPIDER-MAN WAS SO WEAK AND DAZED HE DIDN'T EVEN SENSE ME APPROACHING!

WE WON... AND IT WAS EASY!

I THOUGHT WE WERE IN TROUBLE WHEN SUPERMAN BURST IN AND CAUGHT US UNPREPARED! HOW DID YOU BEAT HIM, DOOM?

DAYS AGO, WHEN HE "VISITED" LATVERIA, MY LOYAL HOME GUARD BATHED HIS BODY WITH AN INVISIBLE, UNDETECTABLE PARTICLE BEAM WHICH SATURATED HIS CLOTHING WITH MINUTE GRAINS OF KRYPTONITE MICRO-ENCAPSULATED IN LEAD!

THE RAY I FIRED AT HIM AS HE ENTERED RELEASED THE KRYPTONITE--ALBEIT SOMEWHAT MORE SLOWLY THAN I PLANNED!

SOON...

OHHHHHHH!

OH, NO!

WELL, AT LEAST I'M ALIVE! THE PARASITE COULD HAVE EASILY STOLEN ALL MY ENERGY-- IN WHICH CASE I'D BE DEAD! I WONDER WHY HE DIDN'T?

MAYBE DOOM WANTS TO EXPERIMENT ON ME LATER, OR MAYBE HE REALIZED THAT I'D BE FUN AT PARTIES!

WHATEVER! I ALMOST WISH I WAS DEAD, AS SORE AND TIRED AS I FEEL!

"WHAT AM I THINKING? I CAN FEEL MY STRENGTH RETURNING--AND SINCE DOOM AND THE PARASITE SEEM TO BE BUSY PLAYING WITH THEIR ELECTRONIC GUNCRACKS, THAT MEANS I'VE GOT A CHANCE!

"IT LOOKS LIKE SUPERMAN'S STILL OUT COLD! I GUESS THAT CRAZY GREEN DUST ALL OVER HIM IS SOMEHOW PARALYZING HIM!"

I KNOW HOW HE FEELS! I REACT THE SAME WAY WHEN SOMEBODY SLIPS ANCHOVIES ONTO MY PIZZA!

UNNG! NO *WAY* CAN I SNAP THESE CUFFS! THEY'RE MADE OF SOMETHING A LOT STRONGER THAN STEEL! I PROBABLY COULDN'T BREAK 'EM EVEN AT FULL STRENGTH!

SUPES COULD RIP THEM APART LIKE PAPER--IF I COULD HELP HIM FIRST! BUT...*HOW?*

ALL IS READY! STRAP THE ENERVATOR HARNESS ON HIM!

FINALLY!

THE POWER I STOLE FROM SPIDER-MAN IS BEGINNING TO *FADE!* I CRAVE *MORE!*

I CAN'T *WAIT* TO BEGIN!

TRUSTING *FOOL!* HE IS IMPATIENT TO BEGIN HIS OWN EXECUTION!

THE POWER OF THE HULK AND WONDER WOMAN, WHICH I WOULD HAVE GLADLY GIVEN HIM BEFORE, TO *PACIFY* HIM, WILL DO HIM NO HARM--BUT WHEN MY DEVICE BEGINS FORCE-FEEDING HIM THE INCREDIBLE POWER OF *SUPERMAN* IN ADDITION--

--THE EXCRUCIATING *OVERLOAD* WILL CAUSE EVERY CELL IN HIS BODY TO *BURST!*

"WHEN IT IS *DONE*, THE SO-CALLED HEROES WILL BE NAUGHT BUT LIFELESS *HUSKS*--

"--WHILE THE PARASITE'S BODY WILL HAVE BEEN REDUCED TO A GLOWING, CRYSTALLINE *MASS!*

"THIS *PARASITE-CRYSTAL* WILL SOLVE A CERTAIN...*DIFFICULTY* WITH MY FUSION REACTOR!

"FOR WHILE I HAVE INDEED CREATED A WORKING REACTOR, IT IS NOT *STABLE!* IN FACT, IT IS RUNNING OUT OF *CONTROL!* SLOWLY, INEXORABLY IT IS BUILDING TOWARD AN EXPLOSION THAT WOULD *ATOMIZE* THIS PLANET! CONSTANT MANIPULATION OF THE PLASMA FLOW BY MY CONTROL COMPUTER CAN ONLY *DELAY* THE END!

'MY CALCULATIONS INDICATE, HOWEVER, THAT THE PARASITE-CRYSTAL WILL POSSESS ENERGY-WIELDING PROPERTIES THAT WILL ENABLE ME TO *REGULATE* THE FUSION FORCE--AND COMPLETE PROJECT OMEGA!

"ONCE THE WORLD IS MINE, AT MY LEISURE I SHALL LEARN TO TAP THE *FULL POTENTIAL* OF THE CRYSTAL--TO USE IT TO CONTROL *ALL ENERGY!*

"AND THEN THE *UNIVERSE* SHALL BELONG TO *DOOM!*

MEANWHILE... THAT GIZMO SUPERMAN'S LYING IN IS WIRED UP LIKE A CHRISTMAS TREE! I'M NOT SURE WHAT IT'S FOR, BUT KNOWING DOOMSIE, IT ISN'T GOING TO BE PLEASANT!

GOT TO TRY *SOMETHING!*

BOY, AM I GLAD I PUT FRESH WEB-FLUID CARTRIDGES IN JUST BEFORE I BOPPED IN HERE!

THERE! SUPES IS COVERED HEAD-TO-TOE WITH A LIGHT LAYER OF WEBBING!

NOW TO PULL IT BACK *OFF* OF HIM, SLOWLY... AND HOPE THAT SOME OF THE KRYPTONITE DUST IN HIS COSTUME CLINGS TO THE STICKY WEB-FIBERS!

OWW... MY WRIST IS *KILLING* ME! I CAN BARELY MOVE IT WITH THIS SHACKLE PINNING IT... BUT I'VE GOT TO KEEP PULLING!

NOT THAT THERE'S A SNOWBALL'S CHANCE THIS STUPID STUNT WILL WORK!

HMMPH! TO THINK THAT THE FATE OF THE WORLD MIGHT DEPEND ON AN IMPROVISED *LINT BRUSH!*

PARASITE, WHY IS IT *TAKING* YOU SO LONG TO PUT ON THAT APPARATUS? YOUR ACCURSED COMPLAINTS ABOUT MY DELAYS STILL RING IN MY EARS!

THAT *TINGLING* I FEEL--! SOMETHING IS WRONG HERE! THE LAST VESTIGE OF THE *SPIDER-SENSE* I STOLE IS WARNING ME OF *DANGER!*

BLAST YOU, SCUM! I *COMMAND* YOU TO--

NO!

IT'S A *TRAP!* WHAT ARE YOU TRYING TO DO TO ME, DOOM?

YOU MISERABLE *CUR!* DOOM WILL NOT BE *THWARTED* BY SUCH AS YOU!

WITH MY OWN *HANDS* I WILL BATTER YOU INTO SUBMISSION!

NOT *LIKELY*, DOOM--

--NOT WHILE I YET POSSESS SOME OF THE STRENGTH I SIPHONED OFF OF *SPIDER-MAN!*

I'VE LOST HALF THE ENERGY I TOOK FROM HIM, AND I'M *STILL* AS STRONG AS TWENTY MEN!

AHHGH!

RRAK!

OH, NO! MY CONTROL PANEL!

HEY, DOOMSIE! WHY FRET ABOUT A CRUMMY BUSTED CONTROL PANEL WHEN YOU'VE GOT *REAL* WORRIES--?

US, FOR INSTANCE!

DOOM! THEY'RE FREE!

COME *ON*, YOU TIN-PLATED FOOL! WE'VE GOT TO STOP THEM! WE CAN SETTLE OUR DIFFERENCES *LATER!*

THANKS TO YOU, PARASITE, THERE WILL *BE* NO "LATER"!

THE PANEL YOU DESTROYED IN YOUR RASH ATTACK WAS THE ONE ABSOLUTELY *ESSENTIAL* CONTROL SYSTEM HERE--THE MASTER *REACTOR CONTROL!*

THE FUSION PRESSURE IS ALREADY BUILDING! IN MINUTES THIS WORLD WILL BE NAUGHT BUT *COSMIC ASH!*

LOOKS LIKE YOUR BUDDY IS RUNNING *OUT* ON YOU, PURPLE-PUSS!

YOU PROBABLY USE THAT *MEDICINEY* MOUTHWASH!

ONCE I GET MY *HANDS* ON YOU--

UH-*UH!* NO *WAY* I'M COMING DOWN WHERE YOU CAN SNACK ON MY GET-UP-AND-GO!

WHAT A WASTE OF MY *WHEATIES!*

FORTUNATELY, I *PREPARED* FOR JUST SUCH AN EVENTUALITY! I HAVE AN *ESCAPE ROCKET* CONSTANTLY READY FOR LAUNCHING! I, AT LEAST, WILL SURVIVE!

WHAT--?!

WHERE DO YOU THINK *YOU'RE* GOING?

NO! *NO!* RELEASE ME, DOLT! MY GENIUS MUST BE PRESERVED!

I DON'T KNOW WHAT YOU'RE BABBLING ABOUT, DOOM--

--BUT DON'T WORRY! YOU'LL GET YOURS *LATER!*

RIP!

FOR NOW, ALL I WANT IS YOUR *GLOVE!*

I DON'T KNOW WHAT DOOM'S PROBLEM IS, BUT FOR THE MOMENT, HE DOESN'T SEEM TO BE POSING ANY THREAT!

RIGHT NOW, THE PARASITE IS THE MAJOR CONCERN!

FORTUNATELY, SPIDER-MAN WAS ABLE TO DISTRACT HIM LONG ENOUGH FOR ME TO GET THIS *GAUNTLET--*

--AND IT OUGHT TO BE ALL I NEED TO DEAL WITH HIM!

ALL RIGHT, PARASITE, LET'S *FINISH* THIS!

...AS IT *SHOULD* BE FINISHED! IT WAS *STUPID* TO TRUST THAT ARMORED CRETIN! I DON'T NEED HIM OR HIS MACHINES!

I'VE NEARLY KILLED YOU IN THE PAST--

--AND *THIS* TIME I'LL *SUCCEED!*

SORRY! YOU LOSE AGAIN!

WHAM!

I FIGURED THAT DOOM'S ARMOR MUST SOMEHOW BE IMPERVIOUS TO THE PARASITE'S POWER! I WAS *RIGHT!* HE ABSORBED NOTHING BUT *PUNISHMENT* FROM THAT PUNCH!

GREAT! HE'S OUT LIKE A BUSTED BULB!

LOOK, I HATE TO BE THE ONE TO POINT OUT A DARK CLOUD AT THE CENTER OF OUR SILVER LINING, BUT...YOU THINK MAYBE THERE'S SOMETHING *WRONG* WITH THAT BIG GLOWING THINGAMA--

THE *REACTOR--!* SO *THAT'S* WHY DOOM FLED!

IT'S ABOUT TO BLOW!

WE HAVE JUST *SECONDS* LEFT!

THE *CONTROLS* MUST BE BROKEN! *FIX* THEM! I'LL TRY TO STALL IT!

I WON'T BE ABLE TO HOLD IT OFF FOR LONG --A FEW *MINUTES* AT MOST!

HURRY!

CRASH!

NO! WAIT!

I...CAN'T!

TOO *LATE!* HE'S GONE--HE DIVED RIGHT INTO THE HEART OF THE REACTOR!

HE'S *COUNTING* ON ME...

...AND I DON'T EVEN KNOW HOW TO *BEGIN!*

MAYBE I SHOULD GO FOR *HELP* INSTEAD! YEAH, THAT'S IT! I'LL GO TO THE COPS AND--

--THEY'LL SAY I'M *CRAZY!*

MAYBE I COULD CALL THE *FANTASTIC FOUR* OR THE *AVENGERS*... BUT WHO KNOWS HOW LONG IT'D TAKE THEM TO GET HERE--

--IF I COULD EVEN FIND A *PHONE* IN THIS PLACE!

WHAT AM I *SAYING*--? I CAN'T RUN OUT ON HIM! I HAVE TO TRY!

I *HAVE* TO!

TRY *WHAT*, THOUGH? I DON'T EVEN KNOW WHAT I'M LOOKING AT! I MIGHT AS WELL TRY TO PUT TOGETHER A TRUCK TRANSMISSION BLINDFOLDED!

THIS THING HERE SEEMS TO BE *CONNECTED* TO THE REACTOR, AT LEAST! MAYBE THERE'S A *PLUG* I CAN PULL IN HERE, OR--

OH, MY GOD! I'VE NEVER SEEN ANYTHING SO COMPLEX!

I-- I'M AFRAID! AFRAID TO *TOUCH* IT! AFRAID I'LL MAKE A MISTAKE THAT'LL END IT ALL FOR EVERYONE THAT MUCH SOONER! I CAN'T *DO* THIS!

BUT... WHAT CHOICE DO I HAVE?

FAR BELOW SPIDER-MAN'S FEET, IONIZED PLASMA THIRTY MILLION DEGREES HOT, SWIRLS AROUND THE BODY OF THE MAN OF STEEL...

THIS IS EVEN WORSE THAN I *EXPECTED!*

I LOSE MY POWERS UNDER A RED SUN-- AND THE PLASMA HERE IS VERY SIMILAR IN COMPOSITION TO A RED SUN!

I FEEL MY *INVULNERABILITY* SLIPPING AWAY! I-- I'M SLOWLY BEING BURNED ALIVE!

I CAN'T GIVE UP! I'VE GOT TO HOLD THIS *CORE* TOGETHER UNTIL THE REACTOR IS STABILIZED!

HURRY, SPIDER-MAN!

THIS BANK OF CONTROLS AND CIRCUITS LOOKS THE SAME AS THE ONE DOOM BASHED INTO AND WRECKED! I GUESS THAT THIS IS THE BACKUP SYSTEM--

--BUT SOMEHOW, THE WHOLE WORKS SHORTED OUT, AND THIS THING DIDN'T KICK IN!

NO WONDER DOOM SPLIT!

I WISH I HAD SOME PLIERS... AND A *HAIRPIN!*

SWEAT DAMPENS SPIDER-MAN'S PALMS--

--AS HE STRUGGLES TO SAVE THE EARTH. ELSEWHERE IN THE VAST COMPLEX, AN EQUALLY ANXIOUS, FAR MORE MENACING FIGURE, RACES TO FLEE THE EARTH...

I *MADE* IT! IN SECONDS I'LL BE IN *SPACE!*

MY PREPROGRAMMED FLIGHT PATH WILL TAKE ME TO THE *MOON!*

I HAVE ENOUGH EQUIPMENT AND SUPPLIES TO SET UP A *BASE* THERE! EVENTUALLY, USING MATERIALS I'LL MINE FROM THE LUNAR SOIL, I'LL REFIT THIS SHIP FOR A VOYAGE TO *DEEP SPACE!*

I'LL FIND *NEW* WORLDS, NEW CIVILIZATIONS! AND WHATEVER I ENCOUNTER, I, VICTOR VON DOOM, WILL *CONQUER!*

WHAT--? WEBBING!

THE INSTRUMENTS ARE *COVERED* WITH IT!

I CAN'T MOVE THEM! I'M *TRAPPED* ON EARTH!

SPIDER-MAN MUST'VE DONE THIS WHEN HE PASSED THIS SILO AS HE ENTERED THE COMPLEX! BECAUSE OF HIM I WILL *DIE!*

MEANWHILE... THE PAIN IS ALREADY *UNBEARABLE...* AND IT'S GETTING *WORSE!*

I'VE *GOT* TO HOLD ON! I'M SUPERMAN! THIS IS WHAT I'M SUPPOSED TO DO... WHAT I'M *MEANT* TO DO!

SPIDER-MAN HAS IT EVEN TOUGHER! I'M USING MY *STRENGTH--!* MY *WILL--!* I'M USING WHAT I'M *BEST* AT!

HE CAN'T FIX THE CONTROLS BY WALL-CRAWLING OR WEB-SPINNING! BUT HE'S GOT TO FIND A WAY--

--AND SOON! I'M *LOSING* IT! I CAN FEEL IT STARTING TO *GO!*

OK, *NO!* THE WHOLE PLACE IS STARTING TO *SHAKE!* COME *ON,* PARKER! YOU'RE SUPPOSED TO BE A *SCIENCE WHIZ!* YOU'VE WORKED WITH PRINTED CIRCUITS AND COMPUTERS BEFORE! COME *ON!* WHY CAN'T YOU--

HOLD IT! THIS IS START-ING TO MAKE SOME SENSE TO ME! THOSE THINGS THERE ARE MICRO-FLUX SENSORS! THEY MAY BE THE PROBLEM! THIS LEVER OPERATES 'EM--

--BUT WHICH WAY DO I *MOVE* IT?

THE WRONG WAY COULD CAUSE A POWER SURGE WHICH COULD CAUSE A VERY BIG BOOM!

I'VE GOT TO DECIDE QUICKLY-- *LEFT!*

WAIT! MY SPIDER-SENSE WENT *CRAZY* AS I STARTED TO PUSH THE LEVER! IT'S *RIGHT!*

CLICK!

NO BIG BOOM...?

HALLELUJAH! I DID IT!

WHEW!

GOOD WORK!

IT'LL BE OKAY FOR A WHILE!

YEAH! THANKS! I THINK MAYBE I'D RATHER TAKE MY CHANCES *INSIDE* THE REACTOR NEXT TIME, OKAY?

THERE WON'T *BE* A NEXT TIME! WHEN I'M THROUGH WITH DOOM...

YOU DON'T LOOK SO GOOD! MAYBE YOU OUGHT TO TAKE A REST FIRST, HUH?

LATER!

MEANWHILE...

THE TREMORS HAVE STOPPED! CAN IT BE--?

IT'S UNBELIEVABLE... YET...SOMEHOW SUPERMAN MUST HAVE AVERTED THE CATACLYSM!

HE WILL DOUBTLESS WASTE LITTLE TIME BEFORE PURSUING ME! HE MUST NOT CATCH ME HERE!

SECONDS LATER...

IN A MOMENT I'LL BE SAFELY INSIDE MY EMBASSY STRONGHOLD!

BUY

FLY!

MY BOOT ROCKETS! THEY'RE FAILING!

MY ARMOR'S INTRICATE CIRCUITRY MUST HAVE BEEN MORE DAMAGED THAN I SUSPECTED BY THE LOSS OF MY GAUNTLET!

HE'S COMING!

NO! I CAN'T BE STOPPED NOW, MERE STEPS FROM MY SANCTUARY!

I MADE IT! HERE ON MY OWN SOVEREIGN TERRITORY I CANNOT BE TOUCHED! I AM SUPREME!

YOU WOULD NOT DARE VIOLATE INTERNATIONAL LAW!

KEEP ON BELIEVING THAT, DOOM!

KEEP ON TRUSTING AN IMAGINARY LINE TO PROTECT YOU FROM ME...AND BY EVERYTHING I HOLD SACRED, THE NEXT TIME--

BAH! DOOM FEARS YOU NOT, ALIEN! HERE, IN MY STRONGHOLD I AM INVINCIBLE--AND WHEN NEXT WE MEET, IT IS YOU WHO SHALL BE DESTROYED!

FAREWELL, CRETINS!

THERE HE GOES...PROBABLY COOKING UP SOME NEW SCHEME ALREADY!

I SUPPOSE! ON THE OTHER HAND, HE'S JUST LOST AN ENORMOUS GAMBLE! EVEN *HIS* RESOURCES MUST HAVE BEEN STRAINED!

AT ANY RATE, I'D BETTER GET BACK TO THE OMEGA PIT AND TAKE CARE OF SOME LOOSE ENDS!

MAYBE HE WON'T BE ABLE TO *AFFORD* A NEW SCHEME FOR A WHILE!

ME, I'M GOING TO *SLEEP* FOR A WEEK!

THE FOLLOWING AFTERNOON, IN METROPOLIS...

--AND AFTER I EXPLAINED TO MR. EDGE THAT I HAD GONE TO WORK FOR THE BUGLE ONLY BECAUSE SUPERMAN ASKED ME TO, HE AGREED TO LET ME HAVE MY JOB BACK!

THAT'S TERRIFIC, CLARK!

TELL US MORE ABOUT THIS *OMEGA* THING!

YEAH! LIKE WHAT HAPPENED AFTER SUPERMAN AND SPIDER-MAN CHASED DOOM BACK TO THE EMBASSY?

WELL, SUPERMAN RETURNED TO *OMEGA ONE* AND MANAGED TO DISMANTLE DOOM'S RUNAWAY REACTOR--AND GENERALLY MOPPED THINGS UP!

I TAKE IT HE FREED *WONDER WOMAN*--BUT WHAT HAPPENED TO THE *HULK*?

APPARENTLY, HIS *STASIS TUBE* WAS CRACKED SOMEHOW DURING THE FIGHTING--

--AND HE WAS *GONE* WHEN SUPERMAN GOT BACK! I GUESS SUPERMAN FIGURED IT WAS BETTER JUST TO LEAVE HIM ALONE!

SPIDER-MAN INTRIGUES ME! HE'S SUCH A MYSTERY! VOLATILE...OBVIOUSLY YOUNG...POWERFUL! MAYBE EVEN *DANGEROUS!* A LOT OF PEOPLE STILL THINK HE'S AN ENEMY OF SOCIETY! I WONDER WHAT HE'S *REALLY* LIKE!

I DON'T KNOW, LOIS! I NEVER EVEN SAW HIM UP CLOSE, OF COURSE...BUT I GATHER HE'S AS GOOD AS THEY COME!

SUPERMAN TOLD ME THAT HE'D STAKE HIS *LIFE* ON SPIDER-MAN!

SPEAKING OF YOUNG FOLKS, I HEARD THAT *PETER PARKER* HAD MOVED TO METROPOLIS AND WAS DOING SOME WORK FOR THE PLANET!

YOU JUST MISSED HIM, CLARK! HE LEFT FOR NEW YORK THIS MORNING! I THINK HE GOT *HOMESICK!*

AND, A LONG BUS RIDE AWAY, IN THE OFFICES OF THE BIG APPLE'S LARGEST NEWSPAPER...

HIYA, GLORY!

PETER! WHAT ARE YOU DOING HERE?

OH, JUST THOUGHT I'D DROP BY TO SEE IF OL' JJJ WAS WILLING TO BURY THE HATCHET!

IN YOUR HEAD MAYBE!

YOU'D BETTER SPLIT, MY MAN! JONAH'S BEEN IN A FOUL MOOD SINCE CLARK KENT QUIT ON HIM, YESTERDAY! AND EVER SINCE YOU "TURNED TRAITOR" ON HIM HE'S SWORN TO SHOOT YOU ON SIGHT!

IF I WERE YOU, I'D DUCK OUT THE BACK, JACK, AND FAST!

THAT BAD, HUH?

NIKON

WELL, AS I LIVE AND BREATHE--! IF IT ISN'T PETER PARKER!

UH-OH! DON'T WORRY, JONAH, I WAS JUST LEAVING!

NONSENSE, MY BOY! WELCOME BACK! THE PLACE HASN'T BEEN THE SAME WITHOUT YOU!

BECAUSE YOU'RE EASIER TO PUSH AROUND THAN THAT SLIPPERY KENT!

HUH?

COME ON INTO MY OFFICE! LET ME POUR YOU A TALL, COOL GLASS OF NICE, FRESH, ICE WATER FROM MY OWN PERSONAL THERMOS BOTTLE!

LET'S REMINISCE ABOUT HOW I GENEROUSLY INVESTED COUNTLESS HOURS OF MY VALUABLE TIME, TRAINING YOU AND BRINGING YOU ALONG FROM A NOTHING TO A SUCCESSFUL NEWS PHOTOG!

SPEAKING OF YOUR GENEROSITY, JJJ--

--I GOT USED TO BEING PAID BETTER WHILE I WAS AT THE PLANET! HOW ABOUT A RAISE?

A RAISE--? A RAISE?! WHY YOU UNGRATEFUL WHELP--!

AH! THERE'S NO PLACE LIKE HOME!

THE END!

WE DON'T REST ON OUR LAURELS!

FOR OVER FOUR DECADES, WE'VE BEEN BRINGING YOU THE VERY BEST IN COMICS' EXCITEMENT-- AND FRIEND, THAT'S JUST THE BEGINNING!

AND COMING THIS SUMMER: ALL-STAR SQUADRON and AN EXCITING NEW SWORD-AND-SORCERY SERIES! DON'T MISS 'EM!

THE NEW DC

WHERE THE ACTION KEEPS ON COMING!

TM and © DC COMICS INC. 1981

AND NOW, A WORD FROM THE INCREDIBLE HULK ON BEHALF OF MARVEL COMICS...

POWER!

POWER IS THE NAME OF THE GAME-- AND YOU'LL NEVER SEE IT *ANYWHERE* THE WAY YOU SEE IT EVERY MONTH IN **MARVEL COMICS** ON SALE EVERYWHERE!

MILLGROM

Just for kicks, we thought you'd like to see one of the preliminary cover designs for this historic comic art landmark issue, reproduced directly from John Buscema's pencil rough!

the Bullpen Gang

IRRESISTIBLE FORCE
MEETS IMMOVABLE OBJECT AS
THE INCREDIBLE HULK
CLASHES WITH
THE MAN OF STEEL!

ALONG CAME A SPIDER...
AND THE BATTLE BEGAN.
THE WEB-SLINGER
CONFRONTS
THE AMAZING AMAZON...
WONDER WOMAN!

B/S